

SERVICE CORP INTERNATIONAL  
Form 10-K  
February 15, 2017

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2016

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-6402-1

Service Corporation International

(Exact name of registrant as specified in its charter)

Texas 74-1488375

(State or other jurisdiction of incorporation or organization) (I.R.S. employer identification no.)

1929 Allen Parkway 77019

Houston, Texas (Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code:

713-522-5141

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on Which Registered |
|---------------------|---|
|---------------------|---|

|                              |                         |
|------------------------------|-------------------------|
| Common Stock (\$1 par value) | New York Stock Exchange |
|------------------------------|-------------------------|

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller Reporting company

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Indicate by check mark whether the registrant is a shell company (as defined in the Securities Exchange Act of 1934 Rule 12b-2). Yes  No

The aggregate market value of the common stock held by non-affiliates of the registrant (assuming that the registrant's only affiliates are its executive officers and directors) was \$5,043,314,251 based upon a closing market price of \$27.04 on June 30, 2016 of a share of common stock as reported on the New York Stock Exchange.

The number of shares outstanding of the registrant's common stock as of February 13, 2017 was 188,227,807 (net of treasury shares).

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's Proxy Statement in connection with its 2017 Annual Meeting of Stockholders (Part III).

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SERVICE CORPORATION INTERNATIONAL  
INDEX

|  | Page      |
|--|-----------|
| <b><u>PART I</u></b>   |           |
| <u>Item 1. Business</u>  | <u>5</u>  |
| <u>Item 1A. Risk Factors</u>   | <u>11</u> |
| <u>Item 1B. Unresolved Staff Comments</u>  | <u>16</u> |
| <u>Item 2. Properties</u>  | <u>16</u> |
| <u>Item 3. Legal Proceedings</u>   | <u>16</u> |
| <u>Item 4. Mine Safety Disclosures</u>   | <u>18</u> |
| <b><u>PART II</u></b>  |           |
| <u>Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities</u> | <u>19</u> |
| <u>Item 6. Selected Financial Data</u>   | <u>21</u> |
| <u>Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>                         | <u>21</u> |
| <u>Item 7A. Quantitative and Qualitative Disclosures about Market Risk</u>   | <u>37</u> |
| <u>Item 8. Financial Statements and Supplementary Data</u>   | <u>39</u> |
| <u>Item 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure</u>                          | <u>95</u> |
| <u>Item 9A. Controls and Procedures</u>  | <u>95</u> |
| <u>Item 9B. Other Information</u>  | <u>96</u> |
| <b><u>PART III</u></b>   |           |
| <u>Item 10. Directors, Executive Officers, and Corporate Governance</u>  | <u>96</u> |
| <u>Item 11. Executive Compensation</u>   | <u>96</u> |
| <u>Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>               | <u>96</u> |
| <u>Item 13. Certain Relationships and Related Transactions and Director Independence</u>                                     | <u>96</u> |
| <u>Item 14. Principal Accountant Fees and Services</u>   | <u>96</u> |
| <b><u>PART IV</u></b>  |           |
| <u>Item 15. Exhibits and Financial Statement Schedules</u>   | <u>96</u> |
| <u>Item 16. Form 10-K Summary</u>  | <u>96</u> |
| <u>Signatures</u>  | <u>97</u> |
| <u>Exhibit Index</u>   | <u>98</u> |

## GLOSSARY

The following terms are common to the deathcare industry, are used throughout this report, and have the following meanings:

**Atneed** — Funeral, including cremation, and cemetery arrangements sold once death has occurred.

**Burial Vault** — A reinforced container intended to inhibit the subsidence of the earth and house the casket after it is placed in the ground, also known as outer burial containers.

**Cancellation** — Termination of a preneed contract, which relieves us of the obligation to provide the goods and services included in the contract. Cancellations may be requested by the customer or be initiated by us for failure to comply with the contractual terms of payment. State or provincial laws govern the amount of refund, if any, owed to the customer.

**Care Trust Corpus** — The deposits and net realized capital gains and losses included in a perpetual care trust that cannot be withdrawn. In certain states, some or all of the net realized capital gains can be distributed, so they are not included in the corpus.

**Cemetery Perpetual Care or Endowment Care Fund (ECF)** — A trust fund established for the purpose of maintaining cemetery grounds and property into perpetuity, also referred to as a cemetery perpetual care trust. For these trusts, the corpus remains in the trust in perpetuity and the net ordinary investment earnings are distributed to us regularly and are intended to defray our expenses incurred to maintain the cemetery. In certain states, some or all of the net realized capital gains can also be distributed.

**Cemetery Property** — Developed lots, lawn crypts, mausoleum spaces, niches, and cremation memorialization property items (constructed and ready to accept interments) and undeveloped land we intend to develop for the sale of interment rights. Includes the construction-in-progress balance during the pre-construction and construction phases of projects creating new developed property items.

**Cemetery Property Amortization** — The non-cash recognized expenses of cemetery property interment rights, which are recorded by specific identification with the cemetery property revenue for each contract.

**Cemetery Property Revenue** — Recognized sales of interment rights in cemetery property when a minimum of 10% of the sales price has been collected and the property has been constructed and is available for interment.

**Cemetery Merchandise and Services** — Stone and bronze memorials, markers, burial vaults, floral placement, graveside services, merchandise installations, urns, outer burial containers, and burial openings and closings.

**Cremation** — The reduction of human remains to bone fragments by intense heat.

**Cremation Memorialization** — Products specifically designed to commemorate and honor the life of an individual that has been cremated. These products include cemetery property inventory types that provide for the disposition of cremated remains within our cemeteries such as benches, boulders, statues, etc. They also include memorial walls and books where the name of the individual is inscribed but the remains have been scattered or kept by the family.

**Funeral Merchandise and Services** — Merchandise such as burial caskets and related accessories, burial vaults, urns and other cremation receptacles, casket and cremation memorialization products, and flowers and professional services relating to funerals including arranging and directing services, use of funeral facilities and motor vehicles, removal, preparation, embalming, cremations, memorialization, visitations, and catering.

**Funeral Recognized Preneed Revenue** — Funeral merchandise and travel protection sold on a preneed contract and delivered before a death has occurred.

**Funeral Services Performed** — The number of funeral services, including cremations, provided after the date of death, sometimes referred to as funeral volume.

**General Agency (GA) Revenue** — Commissions we receive from third-party life insurance companies for life insurance policies sold to preneed customers for the purpose of funding preneed funeral arrangements. The commission rate paid is determined based on the product type sold, the length of payment terms, and the age of the insured/annuitant.

**Interment** — The burial or final placement of human remains in the ground, in mausoleums, in niches, or in cremation memorialization property.

**Lawn Crypt** — An underground outer burial receptacle constructed of concrete and reinforced steel, which is usually pre-installed in predetermined designated areas.

Marker — A method of identifying a deceased person in a particular burial space, crypt, niche, or cremation memorialization property. Permanent burial and cremation memorialization markers are usually made of bronze or stone.

Maturity — When the underlying contracted merchandise is delivered or service is performed, typically at death. This is the point at which preneed contracts are converted to atneed contracts (note — delivery of certain merchandise and services can occur prior to death).

Mausoleum — An above ground structure that is designed to house caskets and cremation urns.

Merchandise and Service Trust — A trust account established in accordance with state or provincial law into which we deposit the required percentage of customers' payments for preneed funeral, cremation, or cemetery merchandise and services to be delivered or performed by us in the future. The amounts deposited can be withdrawn only after we have completed our obligations under the preneed contract or the cancellation of the contract.

Preneed — Purchase of cemetery property interment rights and merchandise and services prior to death occurring.

Preneed Backlog — Future revenue from unfulfilled preneed funeral, cremation, and cemetery contractual arrangements.

Preneed Cemetery Production — Sales of preneed or atneed cemetery contracts. These sales are recorded in Deferred preneed cemetery revenue until the merchandise is delivered, the service is performed, or when a minimum of 10% of the sales price has been collected and the property has been constructed and is available for interment.

Preneed Funeral Production — Sales of preneed funeral trust-funded and insurance-funded contracts. Preneed funeral trust-funded contracts are recorded in Deferred preneed funeral revenue until the merchandise is delivered or the service is performed. We do not reflect the unfulfilled insurance-funded preneed funeral contract amounts in our Consolidated Balance Sheet. The proceeds of the life insurance policies will be reflected in revenue as these funerals are performed by us in the future.

Sales Average — Average revenue per funeral service performed, excluding the impact of funeral recognized preneed revenue, GA revenue, and certain other revenue.

Travel Protection — A product that provides shipment of remains to the servicing funeral home or cemetery of choice if the purchaser passes away outside of a certain radius of their residence, without any additional expense to the family.

Trust Fund Income — Recognized investment earnings from our merchandise and service and perpetual care trust investments.

As used herein, "SCI", "Company", "we", "our", and "us" refer to Service Corporation International and companies owned directly or indirectly by Service Corporation International, unless the context requires otherwise.

## PART I

### Item 1. Business.

#### General

We are North America's largest provider of deathcare products and services, with a network of funeral service locations and cemeteries unequalled in geographic scale and reach. At December 31, 2016, we operated 1,502 funeral service locations and 470 cemeteries (including 281 funeral service/cemetery combination locations), which are geographically diversified across 45 states, eight Canadian provinces, the District of Columbia, and Puerto Rico. We are well known for our Dignity Memorial® brand, North America's first transcontinental brand of deathcare products and services. Our other brands are Dignity Planning,™ National Cremation Society®, Advantage® Funeral and Cremation Services, Funeraria del Angel,™ Making Everlasting Memories®, Neptune Society™ and Trident Society.™ Our funeral service and cemetery operations consist of funeral service locations, cemeteries, funeral service/cemetery combination locations, crematoria, and related businesses, which enable us to serve a wide array of customer needs. We sell cemetery property and funeral and cemetery merchandise and services at the time of need and on a preneed basis.

#### History

We were incorporated in Texas in July of 1962. Our original business plan was based on efficiencies of scale, specifically reducing overhead costs by sharing resources such as preparation services, accounting, transportation, and personnel among funeral service locations in a business "cluster." After proving the plan's effectiveness in Houston in the early 1960s, we set out to apply this operating strategy through the acquisition of deathcare businesses in other markets over the next three decades. Beginning in 1993, we expanded beyond North America, acquiring major deathcare companies in Australia, the United Kingdom, and France, plus smaller holdings in other European countries and South America.

During the mid to late 1990s, acquisitions of deathcare facilities became extremely competitive, resulting in increased prices for acquisitions and substantially reduced returns on invested capital. In 1999, we significantly reduced our level of acquisition activity and over the next several years implemented various initiatives to pay down debt, increase cash flow, reduce overhead costs, and increase efficiency. We divested our international businesses and many North American funeral service locations and cemeteries that were either underperforming or did not fit our long-term strategy. At the same time, we began to capitalize on the strength of our network by introducing to North America the first transcontinental brand of deathcare services and products — Dignity Memorial® (See [www.dignitymemorial.com](http://www.dignitymemorial.com)). Information contained on our website is not part of this report.

In late 2006, having arrived at a position of significant financial strength and improved operating efficiency, we acquired the then second largest company in the North American deathcare industry, Alderwoods Group. In early 2010, we acquired the then fifth largest company in the North American deathcare industry, Keystone North America. In June of 2011, we acquired 70% of the outstanding shares of The Neptune Society, Inc. (Neptune), which is the nation's largest direct cremation organization, now known as SCI Direct. Subsequently, in 2013 and 2014, we acquired the remaining 30% of the outstanding shares of Neptune. In December 2013, we purchased Stewart Enterprises, Inc. (Stewart), the then second largest operator of funeral service locations and cemeteries in North America.

#### Funeral and Cemetery Operations

Our funeral service and cemetery operations consist of funeral service locations, cemeteries, funeral/cemetery combination locations, crematoria, and other related businesses. See Note 15 in Part II, Item 8. Financial Statements and Supplementary Data, for financial information about our business segments and geographic areas.

Funeral service/cemetery combination locations are those businesses in which a funeral service location is physically located within or adjoining a cemetery that we own. Combination locations allow certain facility, personnel, and equipment costs to be shared between the funeral service location and cemetery. Such combination facilities typically can be more cost competitive and have higher gross margins than if the funeral and cemetery operations are operated separately. Combination locations also create synergies between funeral and cemetery preneed sales force personnel and give families added convenience to purchase both funeral and cemetery merchandise and services at a single location. We have the largest number of combination locations in North America. Sixty percent of our cemeteries are

part of a combination location. Our combination operations include Rose Hills®, the largest combination operation in the United States, performing over 4,400 funeral services and 7,800 cemetery interments per year. Funeral service locations provide all professional services related to funerals and cremations, including the use of funeral home facilities and motor vehicles, arranging and directing services, removal, preparation, embalming, cremations, memorialization, and catering. Funeral merchandise, including burial caskets and related accessories, urns and other cremation receptacles, outer burial containers, flowers, on-line and video tributes, stationery products, casket and cremation memorialization products, travel protection and other ancillary merchandise, is sold at funeral service locations.



Our cemeteries provide cemetery property interment rights, including developed lots, lawn crypts, mausoleum spaces, niches, and other cremation memorialization and interment options. Cemetery merchandise and services, including memorial markers and bases, outer burial containers, flowers and floral placement, other ancillary merchandise, graveside services, merchandise installation, and burial openings and closings, are sold at our cemeteries.

We also sell preneed cemetery property interment rights and funeral and cemetery merchandise and services whereby a customer contractually agrees to the terms of certain products and services to be delivered and performed in the future. We define these sales as preneed sales. As a result of such preneed sales, our backlog of unfulfilled preneed funeral and cemetery contracts was \$10.0 billion and \$9.5 billion at December 31, 2016 and 2015, respectively.

In 2016, our operations in the United States and Canada were organized into 33 major markets, 35 metro markets, and 55 main street markets. Each market is led by a market manager or director with responsibility for funeral and/or cemetery operations and preneed sales. Within each market, the funeral service locations and cemeteries share common resources such as personnel, preparation services, and vehicles.

The following table at December 31, 2016 provides the number of our funeral service locations and cemeteries by country, and by state, territory, or province:

| Country, State/Territory/Province | Number<br>of Funeral<br>Service<br>Locations | Number of<br>Cemeteries | Total |
|-----------------------------------|--|-------------------------|-------|
| United States                     |  |                         |       |
| Alabama                           | 37   | 14                      | 51    |
| Arizona                           | 33   | 11                      | 44    |
| Arkansas                          | 12   | 3                       | 15    |
| California                        | 163  | 38                      | 201   |
| Colorado                          | 24   | 10                      | 34    |
| Connecticut                       | 20   | —                       | 20    |
| Delaware                          | —  | 1                       | 1     |
| District of Columbia              | 1  | —                       | 1     |
| Florida                           | 130  | 59                      | 189   |
| Georgia                           | 35   | 19                      | 54    |
| Hawaii                            | 2  | 2                       | 4     |
| Idaho                             | 6  | 1                       | 7     |
| Illinois                          | 44   | 24                      | 68    |
| Indiana                           | 49   | 10                      | 59    |
| Iowa                              | 4  | 2                       | 6     |
| Kansas                            | 8  | 5                       | 13    |
| Kentucky                          | 13   | 5                       | 18    |
| Louisiana                         | 27   | 10                      | 37    |
| Maine                             | 11   | —                       | 11    |
| Maryland                          | 16   | 13                      | 29    |
| Massachusetts                     | 26   | —                       | 26    |
| Michigan                          | 35   | —                       | 35    |
| Minnesota                         | 12   | 2                       | 14    |
| Mississippi                       | 16   | 4                       | 20    |
| Missouri                          | 26   | 10                      | 36    |
| Nebraska                          | 4  | 2                       | 6     |
| Nevada                            | 15   | 6                       | 21    |
| New Hampshire                     | 6  | —                       | 6     |
| New Jersey                        | 21   | —                       | 21    |
| New Mexico                        | 1  | —                       | 1     |

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|                |    |    |    |
|----------------|----|----|----|
| New York       | 69 | —  | 69 |
| North Carolina | 60 | 17 | 77 |
| Ohio           | 35 | 14 | 49 |
| Oklahoma       | 13 | 7  | 20 |
| Oregon         | 16 | 4  | 20 |
| Pennsylvania   | 21 | 16 | 37 |
| Puerto Rico    | 10 | 8  | 18 |
| Rhode Island   | 4  | —  | 4  |

6

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|                      |       |     |       |
|----------------------|-------|-----|-------|
| South Carolina       | 12    | 9   | 21    |
| Tennessee            | 39    | 18  | 57    |
| Texas                | 167   | 63  | 230   |
| Utah                 | 4     | 3   | 7     |
| Vermont              | 3     | —   | 3     |
| Virginia             | 38    | 23  | 61    |
| Washington           | 44    | 14  | 58    |
| West Virginia        | 9     | 10  | 19    |
| Wisconsin            | —     | 3   | 3     |
| Canada               |       |     |       |
| Alberta              | 9     | —   | 9     |
| British Columbia     | 36    | 7   | 43    |
| MB                   | 4     | 3   | 7     |
| New Brunswick        | 5     | —   | 5     |
| Nova Scotia          | 12    | —   | 12    |
| Ontario              | 42    | —   | 42    |
| Quebec               | 40    | —   | 40    |
| Saskatchewan         | 13    | —   | 13    |
| Total <sup>(1)</sup> | 1,502 | 470 | 1,972 |

(1) Includes businesses held for sale at December 31, 2016.

We believe we have satisfactory title to the properties owned and used in our business, subject to various liens, encumbrances, and easements that are incidental to ownership rights and uses and do not materially detract from the value of the property. We also lease a number of facilities that we use in our business under both capital and operating leases.

At December 31, 2016, we owned approximately 83% of the real estate and buildings used at our facilities, and the remainder of the facilities were leased. At December 31, 2016, our 470 cemeteries contained a total of approximately 34,646 acres, of which approximately 65% was developed.

A map of our locations in North America is presented below:

#### Competition

Although there are several public companies that own funeral service locations and cemeteries, the majority of deathcare businesses in North America are locally-owned, independent operations. We estimate that our funeral and cemetery market share in North America is approximately 16% based on estimated total industry revenue. The position of a single funeral service location or cemetery in any community is a function of the name, reputation, and location of that funeral service location or cemetery, although competitive pricing, professional service and attention, and well-maintained locations are also important.

We believe we have an unparalleled network of funeral service locations and cemeteries that offer high-quality products and services at prices that are competitive with local competing funeral service locations, cemeteries, and retail locations. Within this network, the funeral service locations and cemeteries operate under various names as most operations were acquired as existing businesses. We have co-branded our funeral operations under the name Dignity Memorial®. We believe our transcontinental branding strategy gives us a strategic advantage and identity in the industry. While this branding process is intended to emphasize our seamless national network of funeral service locations and cemeteries, the original names associated with acquired operations, and their inherent goodwill and heritage, generally remain the same. For example, Geo. H. Lewis & Sons Funeral Directors is now Geo. H. Lewis & Sons Funeral Directors, a Dignity Memorial® provider.

#### Strategies for Growth

We believe we are well-positioned for long-term profitable growth. We are the largest company in the North American deathcare industry with unparalleled scale on both a national and local basis and are poised to benefit from the aging of America. The demographic landscape is driving our company strategy. The average age of our preneed cemetery consumer is the early sixties. The average age of our preneed funeral consumer is the early seventies. And the average age of our atneed consumer is late seventies/early eighties. We know that the Baby Boomers, who in 2016 are aged 52 to 70, are already impacting our business today through the growth in our preneed cemetery sales programs. Next, we anticipate seeing a similar impact on our preneed funeral results. And ultimately, we will experience an impact on our atneed financial results.

We have three core strategies designed to grow the company and enhance shareholder value: 1) Grow revenue, 2) Leverage our unparalleled scale, and 3) Deploy capital. These strategies are centered on the consumer and our competitive advantages.

### Grow Revenue

We have a three-pronged approach to grow revenue that is focused on the customer and consists of: 1) remaining relevant to the customer, 2) growing our preneed sales, and 3) managing our footprint.

**Remaining Relevant to the Customer.** Remaining relevant to our customer is key to generating revenue growth in a changing customer environment. We work to meet the varying needs of our customers to give them what they want. In our funeral segment, we focus on memorialization services that will be meaningful to the customer and their family members and friends. We continue to offer contemporary product and service offerings. We also focus on the ethnic traditions and customs important to our customers. Additionally, we emphasize the simplicity and convenience of our packaged offerings.

In our cemetery segment, we have created tiers within our cemetery product offerings to provide more choices for our customers. As with our funeral home segment, we also cater to the ethnic traditions and customs important to our customers. We continue to develop innovative products such as recurring floral placements and customized cemetery property offerings. We have also simplified the decision-making process.

**Growing Preneed Sales.** Our preneed sales program drives current year and future revenue growth in both segments of our business. We believe we have a unique competitive advantage in growing preneed sales due to our size and scale. Within the funeral segment, our prearranged funeral program creates greater brand awareness, secures future market share and builds our backlog of future revenue to be recognized at time of fulfillment. We leverage our scale through a highly trained preneed sales force of approximately 4,000 counselors who provide customers informed guidance about various service and merchandise options designed to fit the needs of today's consumer.

Within the cemetery segment, we offer a variety of property, merchandise, and service options designed to meet the needs of various cultural, regional, or religious preferences. Over the past three years we have substantially increased our property options by implementing a tiering strategy which might offer as many as five unique choices for ground burial, mausoleum, or cremation memorialization. Our scale enables us to synchronize the construction of contemporary inventory with customer demand.

**Managing Our Footprint.** We will continue to manage our footprint with a customer-driven focus. Within our funeral segment, we continue to pursue strategic acquisitions and to build new funeral homes in areas that provide us with the potential for scale and areas with the highest return customer categories and market traits. Within our cemetery segment, we plan to pursue strategic acquisitions to create more opportunities to sell to Baby Boomers through our customer-driven strategy. We believe our unparalleled business footprint and geographic diversity uniquely position us to benefit from the aging Baby Boomer population.

### Leverage Our Unparalleled Scale

We also leverage our unparalleled scale using a three-pronged approach, which consists of: 1) developing our sales organization, 2) optimizing our network, and 3) using our scale with our preneed trust and insurance backlog. Our size and broad geographic network of businesses gives us a significant advantage in the industry.

**Developing Our Sales Organization.** Over the past several years, we have invested in the infrastructure and training of our sales organization. We completed the implementation of Salesforce.com during 2016, our new customer relationship management system. During 2017, we will continue our focus on enhancing the productivity and effectiveness of the sales team and growing the number sales counselors while getting more traction with the Salesforce tool. We believe that our scale allows us to operate, finance, and expand our sales organization in a manner that our competitors cannot afford to replicate.

**Optimizing Our Network.** We continue to drive operating discipline and leverage our scale through standardizing processes and capitalizing on new technologies. We regularly examine our purchasing spend to look for opportunities to consolidate our supplier base, modify processes and policies for more efficient purchasing, and employ metrics to manage and improve supplier performance. Additionally, many of our accounting and administrative functions use third-party providers, who demonstrate scale and execution excellence, allowing for greater efficiency.

**Using Our Scale with Our Preneed Trust and Insurance Backlog.** Due to our \$10.0 billion backlog, we benefit from having access to premier financial partners in the industry. For our trust investments, we have access to preeminent money managers and lower fee structures, which we believe is a low risk structure that will provide us with higher returns and lower costs of administration over time. We also enjoy favorable terms with our third party insurance

provider. These arrangements with third party partners and the favorable terms we receive cannot be duplicated by the independent operator, and give us a competitive advantage in funding growth as well as enhanced profitability over time.

#### Deploy Capital

Our third core strategy is to maximize capital deployment opportunities in a disciplined and balanced manner, to the highest and best use. Our strong liquidity and robust cash flow generation enables us to continue our long-standing commitment to use capital deployment to grow our business and enhance shareholder value. Our priority for capital deployment: is 1)

investing in acquisitions and building new funeral service locations, 2) paying dividends, 3) repurchasing shares, and 4) repurchasing debt.

**Investing in Acquisitions and Building New Funeral Homes.** As noted above, we plan to use our capital to manage our footprint by focusing on strategic acquisitions and building new funeral homes where the expected returns are attractive and exceed our weighted average cost of capital plus a risk premium. We target businesses with favorable customer categories and/or where we can achieve additional economies of scale. We have a successful track record of integrating these new businesses and achieving favorable returns on the capital deployed.

**Paying Dividends.** Our quarterly dividend rate has steadily grown from \$0.025 per common share in 2005 to \$0.13 per common share in 2016. We target a payout ratio of 35% to 45% of earnings excluding special items and intend to grow our cash dividend commensurate with the growth in our business. While we intend to pay regular quarterly cash dividends for the foreseeable future, all future dividends are subject to limitations in our debt covenants and final determination by our Board of Directors each quarter upon review of our financial performance.

**Repurchasing Shares.** Absent opportunities for strategic acquisitions, we expect to continue to repurchase shares of our common stock from time to time in the open market or through privately negotiated transactions, subject to market conditions, debt covenants, and normal trading restrictions. The velocity of our purchases is determined as we opportunity to capture value for our shareholders. Since 2010, we have reduced the number of shares outstanding by 21%.

**Repurchasing Debt.** With a focus on maintaining liquidity and financial flexibility, we may seek to make open market debt repurchases when it is opportunistic to do so relative to other capital deployment opportunities in order to manage our near-term debt maturity profile.

#### Associates

At December 31, 2016, we employed 15,361 individuals on a full-time basis and 8,102 individuals on a part-time basis. Of the full-time associates, 13,439 were employed in the funeral and cemetery operations and 1,922 were employed in corporate or other overhead activities and services. All eligible associates in the United States who so elect are covered by our group health and life insurance plans. Associates covered by a collective bargaining agreement are typically covered by union health plans and are not eligible to participate in our health insurance plan.

At December 31, 2016 and 2015, there were 9,491 and 9,447 associates, respectively, who had elected to participate in our group health insurance plans. Eligible associates in the United States are covered by retirement plans of SCI or various subsidiaries, while international associates are covered by other SCI (or SCI subsidiary) defined or government-mandated benefit plans. Approximately 2.5% of our associates are represented by unions. Although labor disputes occur from time to time, relations with associates are generally considered favorable.

#### Regulation

Our funeral operations are regulated by the Federal Trade Commission (the "FTC") under the FTC's Trade Regulation Rule on Funeral Industry Practices (the "Funeral Rule"), which went into effect in 1984. The Funeral Rule defines certain acts or practices as unfair or deceptive and contains certain requirements to prevent these acts or practices. The preventive measures require a funeral provider to give consumers accurate, itemized price information and various other disclosures about funeral merchandise and services and prohibit a funeral provider from: 1) misrepresenting legal, crematory, and cemetery requirements; 2) embalming for a fee without permission; 3) requiring the purchase of a casket for direct cremation; and 4) requiring consumers to buy certain funeral merchandise or services as a condition for furnishing other funeral merchandise or services.

Our operations are also subject to regulation, supervision, and licensing under numerous federal, state, and local laws and regulations as well as Canadian and provincial laws and regulations. For example, state laws impose licensing requirements for funeral service locations and funeral directors and regulate preneed sales including our preneed trust activities. Our facilities are subject to environmental, health, and safety regulations. We take various measures to comply with the Funeral Rule and all laws and regulations. For example, we have established and maintain policies, procedures, and practices; we engage in training of our personnel; and we carry out ongoing reviews of our compliance efforts. We believe that we are in substantial compliance with the Funeral Rule and all laws and regulations.

Federal, state, and local legislative bodies and regulatory agencies (including Canadian legislative bodies and agencies) frequently propose new laws and regulations, some of which could have a material effect on our operations and on the deathcare industry in general. We cannot accurately predict the outcome of any proposed legislation or regulation or the effect that any such legislation or regulation might have on us.

Other

Our corporate headquarters are located at 1929 Allen Parkway, Houston, Texas 77019. The property consists of approximately 120,000 square feet of office space and 185,000 square feet of parking space. We own and utilize an additional building located in Houston, Texas for corporate activities containing a total of approximately 38,000 square feet of office space. We also lease approximately 29,000 square feet of office space in Houston, Texas, which we utilize for corporate



activities. We own a building in Jefferson, Louisiana with approximately 98,200 square feet of office space that we use, in part, for corporate activities.

We make available free of charge, on or through our website, our annual, quarterly, and current reports and any amendments to those reports, as soon as reasonably practicable after electronically filing such reports with the Securities and Exchange Commission (SEC). Our website is <http://www.sci-corp.com> and our telephone number is (713) 522-5141. The SEC also maintains an internet site at <http://www.sec.gov> that contains reports, proxy and information statements, and other information regarding issuers that file electronically. The public may read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, DC 20549. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. Each of our Board of Directors' standing committee charters, our Corporate Governance Guidelines, our Code of Ethics for Board Members, and our Code of Conduct for Officers and Employees are available, free of charge, through our website or, upon request, in print. We will post on our internet website all waivers to or amendments of our Code of Conduct for Officers and Employees, which are required to be disclosed by applicable law and rules of the New York Stock Exchange listing standards. Information contained on our website is not part of this report.

#### Item 1A. Risk Factors.

##### Cautionary Statement on Forward-Looking Statements

The statements in this Form 10-K that are not historical facts are forward-looking statements made in reliance on the safe harbor protections provided under the Private Securities Litigation Reform Act of 1995. These statements may be accompanied by words such as "believe", "estimate", "project", "expect", "anticipate", or "predict" that convey the uncertainty of future events or outcomes. These statements are based on assumptions that we believe are reasonable; however, many important factors could cause our actual consolidated results in the future to differ materially from the forward-looking statements made herein and in any other documents or oral presentations made by, or on behalf of, the Company. These factors are discussed below. We assume no obligation to publicly update or revise any forward-looking statements made herein or any other forward-looking statements made by the Company, whether as a result of new information, future events, or otherwise.

Our affiliated funeral and cemetery trust funds own investments in equity securities, fixed income securities, and mutual funds, which are affected by market conditions that are beyond our control.

In connection with our preneed merchandise and service sales, most affiliated trust funds own investments in equity securities, fixed income securities, commingled funds, and mutual funds. The fair value of these investments and our earnings and investment gains and losses on these securities and funds are affected by financial market conditions that are beyond our control.

The following table summarizes our investment returns (realized and unrealized), excluding certain fees, on our trust funds for the years ended December 31:

|  | 2016 | 2015   | 2014 |
|--|------|--------|------|
| Preneed funeral merchandise and service trust funds  | 7.1% | (1.5)% | 3.7% |
| Preneed cemetery merchandise and service trust funds | 7.2% | (1.0)% | 3.4% |
| Cemetery perpetual care trust funds                  | 9.1% | (0.3)% | 5.2% |

Generally, earnings or gains and losses on our trust investments are recognized and we withdraw cash when the underlying merchandise is delivered, service is performed, or upon contract cancellation. Our cemetery perpetual care trusts recognize earnings, and in certain states capital gains and losses, and we withdraw cash when we incur qualifying cemetery maintenance costs.

If the investments in our trust funds experience significant declines in 2017 or subsequent years, there could be insufficient funds in the trusts to cover the costs of delivering merchandise and services or maintaining cemeteries in the future. We may be required to cover any such shortfall with cash flows from operations, which could have a material adverse effect on our financial condition, results of operations, or cash flows. For more information related to our trust investments, see Notes 3, 4, and 5 in Part II, Item 8. Financial Statements and Supplementary Data.

If the fair value of these trusts, plus any other amount due to us upon delivery of the associated contracts, were to decline below the estimated costs to deliver the underlying products and services, we would record a charge to earnings to record a liability for the expected losses on the delivery of the associated contracts. As of December 31,

2016, no such charge was required. For additional information, see Critical Accounting Policies, Recent Accounting Pronouncements, and Accounting Changes in Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

We may be required to replenish our affiliated funeral and cemetery trust funds to meet minimum funding requirements, which would have a negative effect on our earnings and cash flow.

In certain states and provinces, we have withdrawn allowable distributable earnings, including unrealized gains, prior to the maturity or cancellation of the related contract. Additionally, some states have laws that either require replenishment of investment losses under certain circumstances or impose various restrictions on withdrawals of future earnings when trust fund values drop below certain prescribed amounts. In the event of market declines that result in a severe decrease in trust fund value, we may be required to replenish amounts in the respective trusts in some future period. As of December 31, 2016, we had unrealized losses of \$8.1 million in the various trusts within these states. See Off-Balance Sheet Arrangements, Contractual Obligations, and Commercial and Contingent Commitments in Part II, Item 7.

Our ability to execute our strategic plan depends on many factors, some of which are beyond our control.

Our strategic plan is focused on growing our revenue, leveraging our scale, and deploying our capital. Many of the factors that impact our ability to execute our strategic plan, such as the number of deaths and general economic conditions, are beyond our control. Changes in operating conditions, such as supply disruptions and labor disputes, could negatively impact our operations. Our inability to leverage scale to drive cost savings, productivity improvements, preneed production, or earnings growth anticipated by management could affect our financial performance. Our inability to identify acquisition candidates and to complete acquisitions, divestitures, or strategic alliances as planned or to realize expected synergies and strategic benefits could impact our financial performance. Our inability to deploy capital to maximize shareholder value could impact our financial performance. We cannot give assurance that we will be able to execute any or all of our strategic plan. Failure to execute any or all of our strategic plan could have a material adverse effect on our financial condition, results of operations, and cash flows.

Our credit agreements contain covenants that may prevent us from engaging in certain transactions.

Our Bank Credit Facility contains, among other things, various affirmative and negative covenants that may prevent us from engaging in certain transactions that might otherwise be considered beneficial to us. The covenants limit, among other things, our and our subsidiaries' ability to:

- Incur additional indebtedness (including guarantee obligations);
- Create liens on assets;
- Engage in certain transactions with affiliates;
- Enter into sale-leaseback transactions;
- Engage in mergers, liquidations, and dissolutions;
- Sell assets;
- Pay dividends, distributions, and other payments in respect of our capital stock;
- Purchase our capital stock in the open market;
- Make investments, loans, or advances;
- Repay indebtedness or amend the agreements relating thereto;
- Create restrictions on our ability to receive distributions from subsidiaries; and
- Change our lines of business.

Our Bank Credit Facility requires us to maintain certain leverage and interest coverage ratios. These covenants and coverage ratios may require us to take actions to reduce our indebtedness or act in a manner contrary to our strategic plan and business objectives. In addition, events beyond our control, including changes in general economic and business conditions, may affect our ability to satisfy these covenants. A breach of any of these covenants could result in a default of our indebtedness. If an event of default under our Bank Credit Facility occurs, and such event of default continues unremedied for 30 days after we receive notice thereof, the lenders party thereto could elect to declare all amounts outstanding thereunder, together with accrued interest, immediately due and payable. Any such declaration would also result in an event of default under our Senior Indenture governing our various senior notes. For additional information, see Financial Condition, Liquidity and Capital Resources in Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and Note 9 in Part II, Item 8. Financial Statements and Supplementary Data.



If we lost the ability to use surety bonding to support our preneed funeral and cemetery activities, we may be required to make material cash payments to fund certain trust funds.

We have entered into arrangements with certain surety companies whereby such companies agree to issue surety bonds on our behalf as financial assurance or as required by existing state and local regulations. The surety bonds are used for various business purposes; however, the majority of the surety bonds issued and outstanding have been issued to support our preneed funeral and cemetery activities. In the event all of the surety companies canceled or did not renew our surety bonds, which generally have twelve-month renewal periods, we would be required to either obtain replacement coverage or fund approximately \$169.4 million into state-mandated trust accounts as of December 31, 2016. There can be no assurance that we would be able to obtain replacement coverage at a similar cost or at all.

The funeral and cemetery industry is competitive.

In North America, the funeral and cemetery industry is characterized by a large number of locally-owned, independent operations. To compete successfully, our funeral service locations and cemeteries must maintain good reputations and high professional standards, as well as offer attractive products and services at competitive prices. In addition, we must market ourselves in such a manner as to distinguish us from our competitors. We have historically experienced price competition from independent funeral service location and cemetery operators, monument dealers, casket retailers, low-cost funeral providers, and other nontraditional providers of merchandise and services. If we are unable to successfully compete, our financial condition, results of operations, and cash flows could be materially adversely affected.

Increasing death benefits related to preneed contracts funded through life insurance or annuity contracts may not cover future increases in the cost of providing a price-guaranteed service.

We sell price-guaranteed preneed contracts through various programs providing for future services at prices prevailing when the agreements are signed. For preneed contracts funded through life insurance or annuity contracts, we receive in cash a general agency commission from the third-party insurance company that typically averages approximately 25% of the total sale. Additionally, we receive an increasing death benefit associated with the contract of approximately 1% per year in cash at the time the service is performed. There is no guarantee that the increasing death benefit will cover future increases in the cost of providing a price-guaranteed service, and any such excess cost could be materially adverse to our financial condition, results of operations, and cash flows.

The financial condition of third-party insurance companies that fund our preneed contracts may impact our future revenue.

Where permitted, customers may arrange their preneed contract by purchasing a life insurance or annuity policy from third-party insurance companies. The customer/policy holder assigns the policy benefits to us to pay for the preneed contract at the time of need. If the financial condition of the third-party insurance companies were to deteriorate materially because of market conditions or otherwise, there could be an adverse effect on our ability to collect all or part of the proceeds of the life insurance policy, including the annual increase in the death benefit, if we fulfill the preneed contract at the time of need. Failure to collect such proceeds could have a material adverse effect on our financial condition, results of operations, and cash flows.

Unfavorable results of litigation could have a material adverse impact on our financial statements.

As discussed in Note 11 of Part II, Item 8. Financial Statements and Supplementary Data, we are subject to a variety of claims and lawsuits in the ordinary course of our business. Adverse outcomes in some or all of the pending cases may result in significant monetary damages or injunctive relief against us, as litigation and other claims are subject to inherent uncertainties. Any such adverse outcomes, in pending cases or other lawsuits that may arise in the future, could have a material adverse impact on our financial position, results of operations, and cash flows.

Unfavorable publicity could affect our reputation and business.

Since our operations relate to life events involving emotional stress for our client families, our business is dependent on customer trust and confidence. Unfavorable publicity about our business generally or in relation to any specific location could affect our reputation and customers' trust and confidence in our products and services, thereby having an adverse impact upon our sales and financial results as well as the price of our common stock.

If the number of deaths in our markets decline, our cash flows and revenue may decrease.

If the number of deaths in our markets decline, the number of funeral services and interments performed by us could decrease and our financial condition, results of operations, and cash flows could be materially adversely affected. Variations in the death rate and seasonality of deaths throughout each year may also cause revenue to fluctuate between quarters or years.

If we are not able to respond effectively to changing consumer preferences, our market share, revenue, and/or profitability could decrease.

Future market share, revenue, and profit will depend in part on our ability to anticipate, identify, and respond to changing consumer preferences. We may not correctly anticipate or identify trends in consumer preferences, or we may identify them later than our competitors do. In addition, any strategies we may implement to address these trends may prove incorrect or ineffective.

The continuing upward trend in the number of cremations performed in North America could result in lower revenue and gross profit.

There is a continuing upward trend in the number of cremations performed in North America as an alternative to traditional funeral service dispositions. In our operations during 2016, 52.4% of the comparable services we performed were cremation cases compared to 51.7% and 50.9% performed in 2015 and 2014, respectively. Our average revenue for cremations with service is lower than that for traditional burials. If we are unable to continue to expand our cremation memorialization products and services, and cremations remain a significant percentage of our services, our financial condition, results of operations, and cash flows could be materially adversely affected.

Our funeral and cemetery businesses are high fixed-cost businesses.

The majority of our operations are managed in groups called “markets”. Markets are geographical groups of funeral service locations and cemeteries that share common resources such as operating personnel, preparation services, clerical staff, motor vehicles, and preneed sales personnel. Personnel costs, the largest component of our operating expenses, are the cost components most beneficially affected by this grouping. We must incur many of these costs regardless of the number of services or interments performed. Because we cannot necessarily decrease these costs when we experience lower sales volumes, a sales decline may cause our margin percentages to decline at a greater rate than the decline in revenue.

Regulation and compliance could have a material adverse impact on our financial results.

Our operations are subject to regulation, supervision, and licensing under numerous foreign, federal, state, and local laws, ordinances, and regulations, including extensive regulations concerning trust funds, preneed sales of funeral and cemetery merchandise and services, and various other aspects of our business. For example, the funeral industry is regulated at the federal level by the FTC, which requires funeral service locations to take actions designed to protect consumers. Our facilities are also subject to stringent health, safety, and environmental regulations. Our pay practices, including wage and hour overtime pay, are subject to federal and state regulations. Violations of applicable laws could result in fines or sanctions against us.

Businesses in general are subject to the impact of regulation and major legislation, including healthcare reform. We may experience significant increases in costs as a result of business regulations and laws, which are beyond our control, including increases in the cost of healthcare. Although we seek to control increases in these costs, continued upward pressure on costs could reduce the profitability of our business.

In addition, from time to time, governments and agencies propose to amend or add regulations or reinterpret existing regulations, which could increase costs and decrease cash flows. For example, foreign, federal, state, local, and other regulatory agencies have considered and may enact additional legislation or regulations that could affect the deathcare industry. These include regulations that require more liberal refund and cancellation policies for preneed sales of products and services, limit or eliminate our ability to use surety bonding, increase trust requirements, require the deposit of funds or collateral to offset unrealized losses of trusts, and/or prohibit the common ownership of funeral service locations and cemeteries in the same market. If adopted by the regulatory authorities of the jurisdictions in which we operate, these and other possible proposals could have a material adverse effect on our financial condition, results of operations, and cash flows.

Compliance with laws, regulations, industry standards, and customs concerning burial procedures and the handling and care of human remains is critical to the continued success of our business and any operations we may acquire. We are continually monitoring and reviewing our operations in an effort to ensure that we are in compliance with these laws, regulations, and standards and, where appropriate, taking appropriate corrective action. However, litigation and regulatory proceedings regarding these issues could have a material adverse effect on our financial condition, results of operations, and cash flows.

Cemetery burial practice claims could have a material adverse impact on our financial results.

Our cemetery practices have evolved and improved over time. Most of our cemeteries have been operating for decades and, therefore, may have used practices and procedures that are outdated in comparison to today's standards. When cemetery disputes occur, we may be subjected to litigation and liability for improper burial practices, including 1) burial practices of a different era that are judged today in hindsight as being outdated and 2) alleged violations of our practices and procedures by one or more of our associates. In addition, since we acquired most of our cemeteries through various acquisitions, we may be subject to litigation and liability based upon actions or events that occurred before we acquired or managed the cemeteries. Claims or litigation based upon our cemetery burial practices could have a material adverse impact on our financial condition, results of operations, and cash flows.



We use a combination of insurance, self-insurance, and large deductibles in managing our exposure to certain inherent risks, as such, we could be exposed to unexpected costs that could negatively affect our financial performance.

Our insurance coverage is subject to deductibles, self-insured retentions, limits of liability, and similar provisions that we believe are prudent based on our operations. Because we self-insure a significant portion of expected losses under our workers' compensation, auto, and general and professional liability insurance programs, unanticipated changes in any applicable actuarial assumptions, trends and interpretations, or management estimates underlying our recorded liabilities for these losses, including potential increases in costs, could result in materially different amounts of expense than expected under these programs. These unanticipated changes could have a material adverse effect on our financial condition, results of operations or cash flows.

A number of years may elapse before particular tax matters, for which we have established accruals, are audited and finally resolved.

The number of tax years with open tax audits varies depending on the tax jurisdiction. We have reached an agreement in principle with the IRS to resolve the issues under audit with respect to tax years 1999 through 2005 which cleared the Joint Committee on Taxation without change on February 7, 2017. Final resolution with the IRS is subject to, among other things, the execution of certain agreements and the closing of the case. There can be no assurance that the resolution will be finalized on the terms currently contemplated, or at all. Additionally, SCI and Subsidiaries received a letter of no change to its federal tax liability for the tax years 2008-2010, and its tax years 2006-2007 remain under audit as a result of carryback claims. Various state jurisdictions are auditing years through 2015. While it is often difficult to predict the final outcome or the timing of resolution of any particular tax matter, we believe that our accruals reflect the probable outcome of known tax contingencies. However, unfavorable settlement of any particular issue may reduce a deferred tax asset or require the use of cash, which may have a material adverse impact to our financial statements. Favorable resolution could result in reduced income tax expense reported in the financial statements in the future. See Note 8 of Part II, Item 8. Financial Statements and Supplementary Data for additional information.

Declines in overall economic conditions beyond our control could reduce future potential earnings and cash flows and could result in future impairments to goodwill and/or other intangible assets.

In addition to an annual review, we assess the impairment of goodwill and/or other intangible assets whenever events or changes in circumstances indicate that the carrying value may be greater than fair value. Factors that could trigger an interim impairment review include, but are not limited to, a significant decline in our stock price, significant underperformance relative to historical or projected future operating results, and significant negative industry or economic trends. If these factors occur, we may have a triggering event, which could result in an impairment of our goodwill and/or other intangible assets. If economic conditions worsen causing deterioration in our operating revenue, operating margins, and cash flows, we may have a triggering event that could result in an impairment of our goodwill and/or other intangible assets. Our cemetery segment, which has a goodwill balance of \$305.4 million as of December 31, 2016, is more sensitive to market conditions and goodwill impairments because it is more reliant on preneed sales, which are impacted by customer discretionary spending. For additional information, see Critical Accounting Policies, Recent Accounting Pronouncements, and Accounting Changes in Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Any failure to maintain the security of the information relating to our customers, their loved ones, our associates, and our vendors could damage our reputation, could cause us to incur substantial additional costs and to become subject to litigation, and could adversely affect our operating results.

In the ordinary course of our business, we receive certain personal information, in both physical and electronic formats, about our customers, their loved ones, our associates, and our vendors. In addition, our online operations at our websites depend upon the secure transmission of confidential information over public networks, including information permitting electronic payments. We maintain substantial security measures and data backup systems to protect, store, and prevent unauthorized access to such information. Nevertheless, it is possible that computer hackers and others (through cyberattacks, which are rapidly evolving and becoming increasingly sophisticated, or by other means) might defeat our security measures in the future and obtain the personal information of customers, their loved ones, our associates, and our vendors that we hold. Further, our associates, contractors, or third parties with whom we

do business may attempt to circumvent our security measures to misappropriate such information and may purposefully or inadvertently cause a breach, corruption, or data loss involving such information. A breach of our security measures or failure in our backup systems could adversely affect our reputation with our customers and their loved ones, our associates, and our vendors; as well as our operations, results of operations, financial condition, and cash flows; and could result in litigation against us or the imposition of penalties. Moreover, a security breach could require that we expend significant additional resources to upgrade further the security measures that we employ to guard such important personal information against cyberattacks and other attempts to access such information and could result in a disruption of our operations.

Our Canadian business exposes us to operational, economic, and currency risks.

Our Canadian operations represent a significant portion of our revenue. Our ability to successfully conduct operations in Canada is affected by many of the same risks we face in our U.S. operations, as well as unique costs and difficulties of managing Canadian operations. Our Canadian operations may be adversely affected by local laws, customs, and regulations, as well as political and economic conditions. Significant fluctuations in exchange rates between the U.S. dollar and the Canadian dollar may adversely affect our results of operations and cash flows.

Our level of indebtedness could adversely affect our ability to raise additional capital to fund our operations, limit our ability to react to changes in the economy or our industry, and may prevent us from fulfilling our obligations under our indebtedness.

We have a significant amount of indebtedness, which could have important consequences, including the following:

- it may limit our ability to obtain additional debt or equity financing for working capital, capital expenditures, acquisitions, debt service requirements, and general corporate or other purposes;

- a portion of our cash flows from operations will be dedicated to the payment of principal and interest on our indebtedness, including indebtedness we may incur in the future, and will not be available for other purposes, including to finance our working capital, capital expenditures, acquisitions, and general corporate costs or other purposes;

- it could limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate and place us at a competitive disadvantage compared to our competitors that have less debt;

- it could make us more vulnerable to downturns in general economic or industry conditions or in our business, or prevent us from carrying out activities that are important to our growth;

- it could increase our interest expense if interest rates in general increase because a portion of our indebtedness, including all of our indebtedness under our senior credit facilities, bears interest at floating rates; and

- it could make it more difficult for us to satisfy our obligations with respect to our indebtedness, and any failure to comply with the obligations of any of our debt instruments, including any financial and other restrictive covenants, could result in an event of default under the agreements governing our other indebtedness which, if not cured or waived, could result in the acceleration of our indebtedness.

Any of the above listed factors could materially affect our business, financial condition, results of operations, and cash flows.

In addition to our high level of indebtedness, we also have significant rental and other obligations under our operating and capital leases for funeral service locations, cemetery operating and maintenance equipment, and transportation equipment. These obligations could further increase the risks described above.

Failure to maintain effective internal control over financial reporting could adversely affect our results of operations, investor confidence, and our stock price.

The accuracy of our financial reporting depends on the effectiveness of our internal control over financial reporting. Internal control over financial reporting can provide only reasonable assurance with respect to the preparation and fair presentation of financial statements and may not prevent or detect misstatements because of its inherent limitations. If we do not maintain effective internal control over financial reporting or implement controls sufficient to provide reasonable assurance with respect to the preparation and fair presentation of our financial statements, we could be unable to file accurate financial reports on a timely basis, and our results of operations, investor confidence, and stock price could be materially adversely affected.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

Information regarding properties is set forth in Part I, Item 1. Business.

Item 3. Legal Proceedings.

Information regarding legal proceedings is set forth in Note 11 of Part II, Item 8. Financial Statements and Supplementary Data.

#### EXECUTIVE OFFICERS OF THE COMPANY

The following table sets forth as of February 15, 2017, the name and age of each executive officer of the Company, the office held, and the year first elected an officer.



| Officer Name          | Age | Position   | Year First Became Officer |
|-----------------------|-----|--|---------------------------|
| Thomas L. Ryan        | 51  | Chairman of the Board and Chief Executive Officer    | 1999                      |
| Michael R. Webb       | 58  | President and Chief Operating Officer                | 1998                      |
| Eric D. Tanzberger    | 48  | Senior Vice President, Chief Financial Officer       | 2000                      |
| Gregory T. Sangalis   | 61  | Senior Vice President, General Counsel and Secretary | 2007                      |
| Sumner J. Waring, III | 48  | Senior Vice President, Operations                    | 2002                      |
| Steven A. Tidwell     | 55  | Senior Vice President, Sales and Merchandising       | 2010                      |
| Tammy R. Moore        | 49  | Vice President and Corporate Controller              | 2010                      |
| R. L. Waltrip         | 86  | Founder and Chairman Emeritus                        | 1962                      |

Mr. Ryan was elected Chairman of the Board of SCI effective in January 2016 and, previously, he had been appointed Chief Executive Officer in February 2005. He joined the Company in 1996 and served in a variety of financial management roles until November 2000, when he was asked to serve as Chief Executive Officer of European Operations based in Paris, France. In July 2002, Mr. Ryan returned to the United States where he was appointed President and Chief Operating Officer of SCI. Before joining SCI, Mr. Ryan was a certified public accountant with Coopers & Lybrand LLP for eight years. He holds a bachelor's degree in business administration from the University of Texas at Austin. Mr. Ryan serves as a member of the Board of Trustees of the United Way of Greater Houston. Mr. Ryan also serves on the Board of Directors of the Greater Houston Partnership, the Greater Houston Community Foundation Governing Council, the Board of Directors of Genesys Works, and the University of Texas McCombs Business School Advisory Council. Mr. Ryan is a member of the Board of Trust Managers of Weingarten Realty Investors (NYSE: WRI) and serves as a director of Chesapeake Energy (NYSE: CHK).

Mr. Webb was elected President and Chief Operating Officer of Service Corporation International in February 2016. Prior to that he served as Executive Vice President and Chief Operating Officer beginning in February 2005. Mr. Webb joined the Company in 1991 when SCI acquired Arlington Corp., a regional funeral and cemetery consolidator, where he served as Chief Financial Officer. In 1993, Mr. Webb joined the Company's corporate development group, which he later led on a global basis. Prior to joining Arlington Corp., Mr. Webb held various executive financial and development roles at Days Inns of America and Telemundo Group Inc. He holds a bachelor's degree in business administration from the University of Georgia.

Mr. Tanzberger was appointed Senior Vice President and Chief Financial Officer in June 2006 and also served as Treasurer from July 2007 to February 2017. Mr. Tanzberger joined the Company in August 1996 and held various management positions prior to being promoted to Corporate Controller in August 2002. Before joining SCI, Mr. Tanzberger served as Assistant Corporate Controller at Kirby Marine Transportation Corp., an inland waterway barge and tanker company. He was also a certified public accountant with Coopers and Lybrand LLP. Mr. Tanzberger holds a bachelor's in business administration from the University of Notre Dame. He serves on the Board of Directors of New Orleans Medical Mission Services.

Mr. Sangalis joined the Company in 2007 as Senior Vice President, General Counsel and Secretary. In 2012, his responsibilities were expanded to include Human Resources. He previously served as Senior Vice President, Law and Administration for Team Inc., a leading provider of specialty industrial maintenance and construction services. Prior to that, Mr. Sangalis served as Managing Director and General Counsel of Main Street Equity Ventures II, a private equity investment firm, and as Senior Vice President, General Counsel and Secretary for Waste Management Inc., a leading provider of waste management services in North America. Mr. Sangalis holds a bachelor's degree in finance from Indiana University and a master's in business administration from the University of Minnesota. He earned his juris doctorate from the University of Minnesota Law School where he graduated Cum Laude.

Mr. Waring, Senior Vice President, is responsible for North American Operations. He joined SCI in 1996 as Area Vice President of Operations when SCI acquired his family's funeral business. He was appointed President of the Northeast Region in 1999 and President of the Pacific Region in September 2001. In September 2002, Mr. Waring was appointed Vice President, Western Operations, a position he held until May 2004 when he was appointed Vice President, Major Market Operations. He was promoted to Senior Vice President in 2006. In May 2015, Mr. Waring's responsibilities were expanded to include all operations in North America. Mr. Waring holds a bachelor's degree in

business administration from Stetson University, a degree in mortuary science from Mount Ida College, and a master's in business administration from the University of Massachusetts Dartmouth. Mr. Waring serves on the Board of Directors of BankFive and the Board of Trustees of Tabor Academy.

Mr. Tidwell joined SCI as Vice President, Main Street Market Operations, in March 2010 and was promoted to Senior Vice President of Sales and Merchandising in 2012. As a co-founder of Keystone North America, Inc., Mr. Tidwell served as its President and Chief Executive Officer from May 2007 until it was acquired by SCI in March 2010. In his role, Mr. Tidwell worked closely with Keystone's Senior Leadership Team to develop and implement organic growth strategies as well as external growth and acquisition strategies. He began his career as a licensed Funeral Director and Embalmer in Nashville,

Tennessee, and has been actively involved in the funeral, and cemetery profession for thirty-five years. He holds an AA degree from John A. Gupton College and has attended Executive Management and Leadership programs at the Harvard Business School, The Owen School of Business at Vanderbilt University and the Center for Creative Leadership.

Mrs. Moore joined the Company in August 2002 as Manager of Financial Reporting. She was promoted to Director of Financial Reporting in 2004 and Managing Director and Assistant Controller in June 2006. In February 2010, she was promoted to Vice President and Corporate Controller and oversees trust, general accounting, internal and external reporting, customer service, and strategic planning and analysis. Prior to joining the Company, Mrs. Moore was a Certified Public Accountant with PricewaterhouseCoopers LLP. She holds a bachelor's in business administration degree in accounting from the University of Texas at San Antonio.

Mr. Waltrip was appointed the Founder and Chairman Emeritus of SCI effective in January 2016. Prior thereto, he was Chairman of the Board and provided invaluable leadership to the Company for over 50 years. A licensed funeral director, Mr. Waltrip grew up in his family's funeral business and assumed management of the firm in the 1950s. He began buying additional funeral service locations in the 1960s and achieved significant cost efficiencies through the "cluster" strategy of sharing pooled resources among numerous locations. At the end of 2016, the network he began had grown to include more than 1,900 funeral service locations and cemeteries. Mr. Waltrip took SCI public in 1969. Mr. Waltrip holds a bachelor's degree in business administration from the University of Houston.

Item 4. Mine Safety Disclosures.

Not applicable.

## PART II

## Item 5. Market for Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities

Our common stock has been traded on the New York Stock Exchange since May 14, 1974. On December 31, 2016, there were 4,367 holders of record of our common stock. In calculating the number of stockholders, we consider clearing agencies and security position listings as one stockholder for each agency or listing. At December 31, 2016, we had 189,405,244 shares outstanding, net of 5,998,400 treasury shares.

In 2016 and 2015 we paid quarterly cash dividends totaling \$98.4 million and \$87.6 million, respectively. While we intend to pay regular quarterly cash dividends for the foreseeable future, all subsequent dividends are subject to limitations in our debt covenants and final determination by our Board of Directors each quarter after its review of our financial performance.

The table below shows our quarterly high and low closing common stock prices for the two years ended December 31:

|                | 2016    |         | 2015    |         |
|----------------|---------|---------|---------|---------|
|                | High    | Low     | High    | Low     |
| First quarter  | \$25.66 | \$21.65 | \$27.04 | \$22.29 |
| Second quarter | \$28.01 | \$24.49 | \$30.07 | \$26.25 |
| Third quarter  | \$28.67 | \$25.99 | \$31.94 | \$26.64 |
| Fourth quarter | \$28.62 | \$24.90 | \$29.68 | \$25.36 |

Options in our common stock are primarily traded on the Boston Exchange, the Chicago Board Options Exchange, Philadelphia Stock Exchange and the NASDAQ Options Market. Our common stock is traded on the New York Stock Exchange under the symbol SCI.

Stock Performance Graph. This graph assumes the total return on \$100 invested on December 31, 2010, in SCI Common Stock, the S&P 500 Index, and a peer group selected by the Company (the "Peer Group"). The Peer Group comprises Carriage Services, Inc., Hillenbrand Inc., and Matthews International Corp. Stewart Enterprises, Inc. was included in the Peer Group until December 31, 2013 when it was acquired by us. Total return data assumes reinvestment of dividends.

## TOTAL STOCKHOLDER RETURNS

## INDEXED RETURNS

Years Ending



For equity compensation plan information, see Part III of this Form 10-K.

On December 31, 2016, we issued 1,583 deferred common stock equivalents or units pursuant to provisions regarding the receipt of dividends under the Amended and Restated Director Fee Plan to five non-employee directors. These issuances were unregistered as they did not constitute a “sale” within the meaning of Section 2(a)(3) of the Securities Act of 1933, as amended.

Since August 2004, we have repurchased a total of \$2.3 billion of common stock at an average cost per share of \$12.29. Under our share repurchase program, during the year ended December 31, 2016, we repurchased 8,811,847 shares at an aggregate cost of \$227.9 million, which is an average cost per share of \$25.87. During the year ended December 31, 2015, we repurchased 12,455,281 shares at an aggregate cost of \$345.3 million, which is an average cost per share of \$27.72. On November 8, 2016, our Board of Directors increased our repurchase authorization to \$400.0 million. After these repurchases and increase in authorization, the remaining dollar value of shares authorized to be purchased under the share repurchase program was \$366.6 million at December 31, 2016. As discussed in Item 1A, our Bank Credit Agreement contains covenants that may restrict our ability to repurchase our common stock.

| Period                               | Total<br>Number of<br>Shares<br>Purchased | Average<br>Price<br>Paid per<br>Share | Total<br>Number<br>of Shares<br>Purchased<br>as<br>Part of<br>Publicly<br>Announced<br>Programs | Dollar<br>Value of<br>Shares That<br>May Yet be<br>Purchased<br>Under the<br>Program |
|--------------------------------------|---|---------------------------------------|---|--|
| October 1, 2016 — October 31, 2016   | —   | \$ —                                  | —   | \$87,979,735   |
| November 1, 2016 — November 30, 2016 | 233,635                                   | \$ 25.62                              | 233,635   | 395,513,217  |
| December 1, 2016 — December 31, 2016 | 1,035,400                                 | \$ 27.96                              | 1,035,400   | 366,561,760  |
|                                      | 1,269,035                                 |                                       | 1,269,035   |  |

Subsequent to December 31, 2016, we repurchased 1,969,289 shares for \$57.1 million at an average cost per share of \$29.00.

## Item 6. Selected Financial Data.

The data set forth below should be read in conjunction with our consolidated financial statements and accompanying notes to these consolidated financial statements. This historical information is not necessarily indicative of future results. The table below contains selected consolidated financial data as of and for the years ended December 31, 2012 through December 31, 2016.

|  | Years Ended December 31,                        |            |            |            |           |
|--|---|------------|------------|------------|-----------|
|  | 2016  | 2015       | 2014       | 2013       | 2012      |
|  | (Dollars in millions, except per share amounts) |            |            |            |           |
| Selected Consolidated Statements of Operations Data:               |   |            |            |            |           |
| Revenue  | \$3,031.1                                       | \$2,986.0  | \$2,994.0  | \$2,550.5  | \$2,404.4 |
| Net income   | \$177.3   | \$234.9    | \$178.8    | \$152.6    | \$155.4   |
| Net income attributable to noncontrolling interests                | (0.3 )  | (1.2 )     | (6.3 )     | (5.3 )     | (1.6 )    |
| Net income attributable to common stockholders                     | \$177.0   | \$233.8    | \$172.5    | \$147.3    | \$153.8   |
| Earnings per share:  |   |            |            |            |           |
| Net income attributable to common stockholders                     |   |            |            |            |           |
| Basic  | \$0.92  | \$1.17     | \$0.82     | \$0.70     | \$0.71    |
| Diluted  | \$0.90  | \$1.14     | \$0.81     | \$0.68     | \$0.70    |
| Cash dividends declared per share                                  | \$0.51  | \$0.44     | \$0.34     | \$0.27     | \$0.23    |
| Selected Consolidated Balance Sheet Data (at December 31):         |   |            |            |            |           |
| Total assets   | \$12,038.1                                      | \$11,676.4 | \$11,923.6 | \$12,833.6 | \$9,588.5 |
| Long-term debt (less current maturities), including capital leases | \$3,196.6                                       | \$3,037.6  | \$2,963.8  | \$3,125.5  | \$1,916.6 |
| Equity   | \$1,095.2                                       | \$1,189.4  | \$1,377.4  | \$1,480.2  | \$1,415.2 |
| Selected Consolidated Statement of Cash Flows Data:                |   |            |            |            |           |
| Net cash provided by operating activities                          | \$463.6   | \$472.2    | \$317.4    | \$384.7    | \$369.2   |

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

## The Company

We are North America's largest provider of deathcare products and services, with a network of funeral homes and cemeteries unequaled in geographic scale and reach. At December 31, 2016, we operated 1,502 funeral service locations and 470 cemeteries (including 281 combination locations), which are geographically diversified across 45 states, eight Canadian provinces, the District of Columbia, and Puerto Rico. Our funeral service and cemetery operations consist of funeral service locations, cemeteries, funeral service/cemetery combination locations, crematoria, and various other related businesses. We sell cemetery property and funeral and cemetery merchandise and services at the time of need and on a preneed basis.

Our financial position is enhanced by our \$10.0 billion backlog of future revenue from both trust and insurance-funded preneed funeral and cemetery sales at December 31, 2016. Preneed arrangements provide us with a current opportunity to secure future market share while deterring the customer from going to a competitor in the future. We believe it adds to the stability and predictability of our revenue and cash flows. While revenue on the majority of preneed funeral sales is deferred until the time of need, sales of preneed cemetery property interment rights provide opportunities for full current revenue recognition (to the extent we collect 10% from the customer and the property is fully developed).

Our revenue depends upon the demand for funeral and cemetery services and merchandise, which can be influenced by a variety of factors, some of which are beyond our control including: demographic trends including population growth, average age, death rates, and number of deaths.

Our operating results and cash flows could be influenced by our ability to remain relevant to the customer. We provide a variety of unique product and service offerings to meet the needs of our client families allowing a personalized memorialization and celebration of life events. The mix of burial and cremation services could influence operating results, as it influences the average revenue per funeral contract. Our average cremation service revenue is

approximately half of the average revenue earned from a burial service. To further enhance cremation revenue opportunities we offer memorialization products and services that specifically appeal to cremation customers. We believe that these additional products and services will help drive increases in the average revenue for a cremation in future periods.

We exercise purchasing power by leveraging our scale impacting local and national levels using our size to positively effect our purchases of goods and services. Operating results and cash flows could be impacted by expense management including controlling salaries, merchandise costs, and other expense categories. Our network of funeral homes and cemeteries allow us to share resources, create cost savings and allows national portability for our customers.

Lastly, economic conditions, legislative and regulatory changes, and tax law changes, which are beyond our control could impact our operating results including cash flow.

For further discussion of our key operating metrics, see our Results of Operations and Cash Flow sections below.

Financial Condition, Liquidity and Capital Resources

Capital Allocation Considerations

We rely on cash flow from operations as a significant source of liquidity. Our cash flow from operating activities provided \$463.6 million in 2016. In addition, as of December 31, 2016, we have \$317.3 million in excess borrowing capacity under our Bank Credit Facility. As of December 31, 2016, we have \$90.0 million in current maturities of long-term debt, which primarily consists of the current amounts due on the Term Loan and capital leases.

Our Bank Credit Facility requires us to maintain certain leverage and interest coverage ratios. As of December 31, 2016, we were in compliance with all of our debt covenants. Our financial covenant requirements and actual ratios as of December 31, 2016 are as follows:

|                         | Per Credit Agreement | Actual |
|-------------------------|----------------------|--------|
| Leverage ratio          | 4.25 (Max)           | 3.83   |
| Interest coverage ratio | 3.00 (Min)           | 5.21   |

We believe our sources of liquidity can be supplemented by our ability to access the capital markets for additional debt or equity securities. In March 2016, we entered into a new \$1.4 billion bank credit agreement due March 2021 with a syndicate of banks. The credit agreement consists of a \$700.0 million Bank Credit Facility and a \$700.0 million Term Loan. We used \$550.0 million of the Term Loan due March 2021 and \$30.0 million of the Bank Credit Facility due March 2021 to repay \$270.0 million outstanding borrowings on the Bank Credit Facility due July 2018 and \$310.0 million outstanding borrowings on the Term Loan due July 2018. In April 2016, we drew \$170.0 million on our Bank Credit Facility due March 2021, and \$150.0 million on our Term Loan due March 2021, to repay our \$295.0 million 7.0% Senior Notes due June 2017 and associated transaction costs, which resulted in the recognition of a \$21.7 million loss on early on extinguishment of debt.

We believe we have the financial strength and flexibility to reward shareholders through share repurchases and dividends while maintaining a prudent capital structure and pursuing new opportunities for profitable growth.

We believe that our unencumbered cash on hand, future operating cash flows, and the available capacity under our bank credit agreement will give us adequate liquidity to meet our short-term needs as well as our long-term financial obligations. Due to cash balances residing in Canada and expected minimum operating cash in transit, a portion of our cash on hand is encumbered.

We consistently evaluate the best uses of our cash flow that will yield the highest value and return on capital. Our capital deployment strategy is prioritized as follows:

Invest in acquisitions and new builds. We intend to make acquisitions of funeral service locations and cemeteries when pricing and terms are favorable. We expect an acquisition investment to earn an after-tax cash return that is in excess of our weighted average cost of capital with room for execution risk. We will also invest in the construction of funeral service locations. We target businesses with favorable customer categories and/or where we can achieve additional economies of scale.

Pay a dividend. Our quarterly dividend rate has steadily grown from \$0.025 per common share in 2005 to \$0.13 per common share at the end of 2016, an 8% increase over 2015. We target a payout ratio of 35% to 45% of earnings excluding special items and intend to grow our cash dividend commensurate with the growth in our business. While we intend to pay regular quarterly cash dividends for the foreseeable future, all future dividends are subject to limitations in our debt covenants and final determination by our Board of Directors each quarter upon review of our financial performance.

Repurchase shares. Absent a strategic acquisition opportunity, we believe share repurchases are attractive at the appropriate price. During the year ended December 31, 2016, we repurchased 8,811,847 shares of common stock at an aggregate cost of \$227.9 million, which is an average cost per share of \$25.87. After these repurchases, the remaining dollar value of shares authorized to be purchased under our share repurchase program was approximately \$366.6 million at December 31, 2016. We intend to make purchases from time to time in the open market or through privately negotiated transactions, subject to market conditions, debt covenants, and normal trading restrictions. Our Bank Credit Facility contains covenants that limit our ability to

repurchase our common stock. There can be no assurance that we will buy our common stock under our repurchase program in the future.

Repurchase debt. We will seek to make open market debt repurchases when it is opportunistic to do so relative to other capital deployment opportunities in order to manage our near-term debt maturity profile. We have a relatively consistent annual cash flow stream that is generally resistant to down economic cycles. This cash flow stream and our significant liquidity is available to substantially reduce our long-term debt maturities should we choose to do so.

Furthermore, our capital expenditures are generally discretionary in nature and can be managed based on the availability of operating cash flow.

#### Cash Flow

We believe our ability to generate strong operating cash flow is one of our fundamental financial strengths and provides us with substantial flexibility in meeting operating and investing needs.

#### Operating Activities

Net cash provided by operating activities was \$463.6 million, \$472.2 million, and \$317.4 million for the years ended December 31, 2016, 2015, and 2014 respectively.

Included in operating cash flows are the following:

|   | Years Ended December |          |          |
|---|----------------------|----------|----------|
|   | 31,                  | 2015     | 2014     |
|   | 2016                 | 2015     | 2014     |
|   | (In millions)        |          |          |
| Excess tax benefits from share-based awards           | \$(12.7)             | \$(18.1) | \$(30.1) |
| Payments related to tax structure changes             | \$—                  | \$(10.5) | \$—      |
| Legal defense fees                                    | \$—                  | \$—      | \$(10.3) |
| Premium paid on early extinguishment of debt          | \$(20.5)             | \$(6.5)  | \$(24.8) |
| Acquisition, integration, and system transition costs | \$(11.7)             | \$(6.6)  | \$(62.2) |
| Taxes paid on divestitures                            | \$—                  | \$—      | \$(63.8) |

Excluding the above items, cash flow from operations decreased \$5.4 million for 2016 versus 2015 and increased \$5.3 million for 2015 versus 2014. The 2016 decrease comprises:

- a \$19.7 million increase in tax payments,
- a \$15.9 million increase in payroll, and
- a \$21.9 million increase in net trust fund deposits; partially offset by
- a \$29.9 million decrease in vendor and other payments,
- a \$7.8 million decrease in cash interest paid, and
- a \$14.4 million increase in cash receipts from customers

The 2015 increase comprises:

- a \$41.0 million increase in cash receipts from customers,
- a \$12.7 million decrease in vendor and other payments, and
- a \$10.6 million decrease in cash interest paid, partially offset by
- a \$51.1 million increase in tax payments, and
- a \$7.9 million increase in payroll.

#### Investing Activities

Cash flows from investing activities used \$216.1 million in 2016 compared to using \$166.4 million in 2015 and providing \$257.3 million in 2014. The \$49.7 million increase from 2016 over 2015 is primarily due to increased capital expenditures and acquisition costs. Partially offsetting these increases, proceeds from divestitures increased \$24.5 million in 2016 over 2015. The \$423.7 million decrease in 2015 from 2014 is primarily due to the 2014 sales proceeds of divested locations from the required sale of locations under our consent decree with the Federal Trade Commission.

Capital expenditures grew \$42.5 million in 2016 compared to 2015 after having increased \$6.5 million in 2015 from 2014. The 2016 increase in capital expenditures primarily relates to the development of contemporary cemetery property, which



enables our sales force to drive sustainable growth in our preneed cemetery property sales, and the construction of new funeral homes.

#### Financing Activities

Financing activities used \$188.9 million in 2016 compared to using \$338.5 million in 2015 and using \$538.0 million in 2014.

During 2016 we borrowed \$110.1 million, net of repayments. In 2015, we borrowed \$54.0 million, net of repayments. In 2014, we repaid \$278.2 million of our debt, net of issuances. Outside of payments made when due under the terms of the debt instruments, our major activity in 2014 was to refinance portions of our debt related to the Stewart acquisition.

We spent \$227.9 million, \$345.3 million, and \$242.9 million on share repurchases in 2016, 2015, and 2014, respectively.

Our dividend rate has steadily increased since 2005. We paid \$98.4 million, \$87.6 million, and \$71.5 million of dividends in 2016, 2015, and 2014, respectively.

Proceeds from stock option exercises decreased \$14.1 million in 2016 compared to 2015 after decreasing \$0.6 million in 2015 compared to 2014.

#### Off-Balance Sheet Arrangements, Contractual Obligations, and Commercial and Contingent Commitments

We have assumed various financial obligations and commitments in the ordinary course of conducting our business.

We have contractual obligations requiring future cash payments under existing contractual arrangements, such as debt maturities, interest on long-term debt, operating lease agreements, and employment, consulting, and non-competition agreements. We also have commercial and contingent obligations that result in cash payments only if certain events occur requiring our performance pursuant to a funding commitment.

The following table details our known future cash payments (on an undiscounted basis) related to various contractual obligations as of December 31, 2016.

| Contractual Obligations  | Payments Due by Period |           |           |            | Total     |
|--|------------------------|-----------|-----------|------------|-----------|
|  | 2017                   | 2018-2019 | 2020-2021 | Thereafter |           |
|  | (In millions)          |           |           |            |           |
| Debt maturities (including capital leases) <sup>(1) (2) (3)</sup>                    | \$94.7                 | \$424.8   | \$943.0   | \$1,848.8  | \$3,311.3 |
| Interest obligation on long-term debt <sup>(4)</sup>                                 | 152.7                  | 279.6     | 230.2     | 197.1      | 859.6     |
| Operating lease agreements <sup>(5)</sup>  | 14.2                   | 22.1      | 16.1      | 67.7       | 120.1     |
| Employment and management, consulting, and non-competition agreements <sup>(6)</sup> | 6.5                    | 10.7      | 5.6       | 4.3        | 27.1      |
| Pension obligation <sup>(7)</sup>  | 3.4                    | 6.4       | 5.2       | 10.0       | 25.0      |
| Total contractual obligations  | \$271.5                | \$743.6   | \$1,200.1 | \$2,127.9  | \$4,343.1 |

Our outstanding indebtedness contains standard provisions, such as payment delinquency default clauses and change of control clauses. In addition, our Bank Credit Facility contains a maximum leverage ratio and a minimum interest coverage ratio. See “Capital Allocation Considerations” and Note 9 in Part II, Item 8. Financial Statements and Supplementary Data, for additional details related to our long-term debt.

(1) Excludes non-cash net premiums and original issuance discounts recorded on the debt. The unamortized balance of the net premiums and original issuance discounts at December 31, 2016, is \$8.3 million.

(2) Excludes non-cash debt issuance costs on the debt. The unamortized balance of debt issuance costs at December 31, 2016, is \$33.0 million.

(3) Approximately 63% of our total debt is fixed rate debt for which the interest obligation was calculated at the stated rate. Future interest obligations on our floating rate debt are based on the current forward rate curve of the underlying index. See Note 9 in Part II, Item 8. Financial Statements and Supplementary Data, for additional information related to our future interest obligations.

(4) The majority of our lease arrangements contain options to i) purchase the property at fair value on the exercise date, ii) purchase the property for a value determined at the inception of the leases, or iii) renew for the fair rental value at the end of the primary lease term. Our leases primarily relate to funeral and cemetery operating and maintenance equipment. See Note 11 in Part II, Item 8. Financial Statements and Supplementary Data, for



additional details related to our leases.

We have entered into employment and management, consulting, and non-competition agreements that require us to make cash payments over the contractual period. The agreements have been primarily entered into with certain (6) officers and employees and former owners of businesses acquired. Agreements with contractual periods less than one year are excluded. See Note 11 in Part II, Item 8. Financial Statements and Supplementary Data, for additional details related to these agreements.

(7) See Note 14 in Part II, Item 8. Financial Statements and Supplementary Data, for discussion of our pension plans. The following table details our known potential or possible future cash payments (on an undiscounted basis) related to various commercial and contingent obligations as of December 31, 2016.

| Commercial and Contingent Obligations                                   | Expiration by Period |           |           |            | Total    |
|---|----------------------|-----------|-----------|------------|----------|
|   | 2017                 | 2018-2019 | 2020-2021 | Thereafter |          |
|   | (In millions)        |           |           |            |          |
| Surety obligations <sup>(1)</sup>                                       | \$169.4              | \$—       | \$—       | \$—        | —\$169.4 |
| Long-term obligations related to uncertain tax positions <sup>(2)</sup> | 235.3                | 0.3       | —         | —          | 235.6    |
| Letters of credit <sup>(3)</sup>  | 32.9                 | —         | —         | —          | 32.9     |
| Total commercial and contingent obligations                             | \$437.6              | \$0.3     | \$—       | \$—        | —\$437.9 |

Represents the aggregate funding obligation associated with our surety bond arrangements assuming our surety partners did not renew any of our surety obligations and we could not find replacement surety assurance. See the section titled “Financial Assurances” following this table in this Form 10-K for more information related to our surety bonds.

We have recorded a liability for unrecognized tax benefits and related interest and penalties of \$235.6 million as of December 31, 2016. See Note 8 in Part II, Item 8. Financial Statements and Supplementary Data, for additional information related to our uncertain tax positions. These amounts are reflected in the periods when the statutes of limitations expire.

We are occasionally required to post letters of credit, issued by a financial institution, to secure certain insurance programs or other obligations. Letters of credit generally authorize the financial institution to make a payment to the beneficiary upon the satisfaction of a certain event or the failure to satisfy an obligation. The letters of credit are generally posted for one-year terms and are usually automatically renewed upon maturity until such time as we have satisfied the commitment secured by the letter of credit. We are obligated to reimburse the issuer only if the beneficiary collects on the letter of credit. We believe it is unlikely we will be required to fund a claim under our outstanding letters of credit. As of December 31, 2016, \$32.7 million of our letters of credit were supported by our Bank Credit Facility, which expires in March 2021, and \$0.2 million of our letters of credit are outside of our credit facility.

Not included in the above table are potential funding obligations related to our merchandise and service trusts. In certain states and provinces, we have withdrawn allowable distributable earnings including unrealized gains prior to the maturity or cancellation of the related contract. Additionally, some states have laws that either require replenishment of investment losses under certain circumstances or impose various restrictions when trust fund values drop below certain prescribed amounts. In the event that our trust investments do not recover from market declines, we may be required to deposit portions or all of these amounts into the respective trusts in some future period. As of December 31, 2016, we had unrealized losses of \$8.1 million in the various trusts within these states.

#### Financial Assurances

In support of our operations, we have entered into arrangements with certain surety companies whereby such companies agree to issue surety bonds on our behalf as financial assurance and/or as required by existing state and local regulations. The surety bonds are used for various business purposes; however, the majority of the surety bonds issued and outstanding have been used to support our preneed funeral and cemetery sales activities. The obligations underlying these surety bonds are recorded on our Consolidated Balance Sheet as Deferred preneed funeral revenue and Deferred preneed cemetery revenue. The breakdown of surety bonds between funeral and cemetery preneed arrangements, as well as surety bonds for other activities, is described below.

|                          | December 31,  |          |
|--------------------------|---------------|----------|
|                          | 2016          | 2015     |
|                          | (In millions) |          |
| Preneed funeral          | \$118.6       | \$ 112.7 |
| Preneed cemetery:        |               |          |
| Merchandise and services | 141.6         | 136.7    |
| Pre-construction         | 7.8           | 5.9      |

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|   |         |          |
|---|---------|----------|
| Bonds supporting preneed funeral and cemetery obligations | 268.0   | 255.3    |
| Bonds supporting preneed business permits                 | 4.5     | 4.5      |
| Other bonds   | 18.4    | 17.9     |
| Total surety bonds outstanding                            | \$290.9 | \$ 277.7 |

25

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When selling preneed funeral and cemetery contracts, we may post surety bonds where allowed by state law. We post the surety bonds in lieu of trusting a certain amount of funds received from the customer. The \$268.0 million in bonds supporting preneed funeral and cemetery obligations differs from the \$169.4 million potential funding obligation disclosed in our “Commercial and Contingent Obligations” table above because the amount of the bond posted is generally determined by the total amount of the preneed contract that would otherwise be required to be trusted, in accordance with applicable state law, at the time we enter into the contract. We would only be required to fund the trust for the portion of the preneed contract for which we have received payment from the customer, less any applicable retainage, in accordance with state law. For the year ended December 31, 2016, we had \$20.9 million and for each of the years ended December 31, 2015, and 2014, we had \$19.6 million of cash receipts from sales attributable to bonded contracts. These amounts do not consider reductions associated with taxes, obtaining costs, or other costs.

Surety bond premiums are paid annually and the bonds are automatically renewable until maturity of the underlying preneed contracts, unless we are given prior notice of cancellation. Except for cemetery pre-construction bonds (which are irrevocable), the surety companies generally have the right to cancel the surety bonds at any time with appropriate notice. In the event a surety company were to cancel the surety bond, we are required to obtain replacement surety assurance from another surety company or fund a trust for an amount generally less than the posted bond amount. Management does not expect that we will be required to fund material future amounts related to these surety bonds due to a lack of surety capacity or surety company non-performance.

#### Preneed Funeral and Cemetery Activities and Backlog of Contracts

In addition to selling our products and services to client families at the time of need, we sell price-guaranteed preneed contracts, which provide for future funeral or cemetery merchandise and services. Since preneed funeral and cemetery merchandise or services will generally not be provided until sometime in the future, most states and provinces require that all or a portion of the funds collected from customers on preneed contracts be paid into merchandise and service trusts until the merchandise is delivered or the service is performed. In certain situations, as described above, where permitted by state or provincial laws, we post a surety bond as financial assurance for a certain amount of the preneed contract in lieu of placing funds into trust accounts. Where permitted by state or provincial law, customers may arrange their preneed contract by purchasing a life insurance or annuity policy from third-party insurance companies.

#### Trust-funded Preneed Contracts

The funds collected from customers are deposited into trust and primarily invested by independent trustees in accordance with state and provincial laws. We retain any funds above the amounts required to be deposited into trust accounts and use them for working capital purposes, generally to offset the selling and administrative costs of our preneed programs.

Investment earnings associated with the trust investments are expected to mitigate the inflationary costs of providing the preneed funeral and cemetery merchandise and services in the future for the prices that were guaranteed at the time of sale. Our preneed funeral and cemetery trust assets are consolidated and recorded in our Consolidated Balance Sheet at fair value. Investment earnings on trust assets are generally accumulated in the trust and distributed as the revenue associated with the preneed funeral or cemetery contract is recognized or canceled by the customer. In certain states and provinces, the trusts are allowed to distribute a portion of the investment earnings to us prior to that date. If a preneed contract is canceled prior to delivery, state or provincial law determines the amount of the refund owed to the customer, if any, including the amount of the attributed investment earnings. Upon cancellation, we receive the amount of principal deposited to trust and previously undistributed net investment earnings and, where required, issue a refund to the customer. We retain excess funds, if any, and recognize the attributed investment earnings (net of any investment earnings payable to the customer) as trust fund income revenue in our Consolidated Statement of Operations. In certain jurisdictions, we may be obligated to fund any shortfall if the amounts deposited by the customer exceed the funds in trust. Funds in trust assets exceeded customer deposits at December 31, 2016. See Off-Balance Sheet Arrangements, Contractual Obligations, and Commercial and Contingent Commitments for additional information about potential funding obligations related to our merchandise and service trusts. Based on our historical experience, we have included a cancellation reserve for preneed contracts in our Consolidated Balance Sheet of \$116.9 million and \$121.5 million as of December 31, 2016 and 2015, respectively.

While the contract is outstanding, cash flow is provided by the amount retained from funds collected from the customer and any distributed investment earnings. At the time of death maturity, we receive the principal and undistributed investment earnings from the funeral trust and any remaining receivable due from the customer. At the time of delivery or storage of cemetery merchandise and service items for which we were required to deposit funds to trust, we receive the principal and undistributed investment earnings from the cemetery trust. There is generally no remaining receivable due from the customer, as our policy is to deliver preneed cemetery merchandise and service items only upon payment of the contract balance in full. This cash flow at the time of service, delivery, or storage is generally less than the associated revenue recognized, thus reducing cash flow from operating activities.

The tables below detail our results of preneed funeral and cemetery production and maturities, excluding insurance contracts. Maturities represent merchandise and service sold on a preneed contract at our funeral homes which is delivered or performed once death has occurred and includes recognized earnings (realized and unrealized).

|  | Years Ended           |           |
|--|-----------------------|-----------|
|  | December 31,          |           |
|  | 2016                  | 2015      |
|  | (Dollars in millions) |           |
| Funeral:                                   |                       |           |
| Preneed trust-funded (including bonded):   |                       |           |
| Sales production                           | \$285.5               | \$258.3   |
| Sales production (number of contracts)     | 89,529                | 83,060    |
| Maturities <sup>(1)</sup>                  | \$239.4               | \$237.9   |
| Maturities (number of contracts)           | 65,047                | 64,560    |
| Cemetery:                                  |                       |           |
| Sales production:                          |                       |           |
| Preneed                                    | \$800.3               | \$769.3   |
| Atneed                                     | 305.7                 | 304.4     |
| Total sales production                     | \$1,106.0             | \$1,073.7 |
| Sales production deferred to backlog:      |                       |           |
| Preneed                                    | \$369.3               | \$336.1   |
| Atneed                                     | 227.7                 | 226.0     |
| Total sales production deferred to backlog | \$597.0               | \$562.1   |
| Revenue recognized from backlog:           |                       |           |
| Preneed                                    | \$294.6               | \$255.7   |
| Atneed                                     | 226.3                 | 222.8     |
| Total revenue recognized from backlog      | \$520.9               | \$478.5   |

Funeral home matured preneed revenue represents merchandise and services sold on a preneed contract through (1) one of our funeral homes and delivered or performed once death has occurred and includes fees charged by our wholly-owned registered investment advisor.

#### Insurance-funded Preneed Contracts

Where permitted by state or provincial law, customers may arrange their preneed contract by purchasing a life insurance or annuity policy from third-party insurance companies, for which we earn a commission as general sales agent for the insurance company. These general agency commissions (GA revenue) are based on a percentage per contract sold and are recognized as revenue when the insurance purchase transaction between the customer and third-party insurance provider is complete. Direct selling costs incurred pursuant to the sale of insurance-funded preneed contracts are expensed as incurred. The policy amount of the insurance contract between the customer and the third-party insurance company generally equals the amount of the preneed contract. As the insurance contract is between the insurance company and the customer, we do not reflect the unfulfilled insurance-funded preneed contract amounts in our Consolidated Balance Sheet.

The third-party insurance company collects funds related to the insurance contract directly from the customer. The life insurance contracts include a death benefit escalation provision, general agency commissions received at the time of sale, and have lower ongoing administrative costs; all of which are expected to mitigate the inflationary costs of providing the preneed merchandise and services in the future at the prices that were guaranteed at the time of the preneed sale. The customer/policy holder assigns the policy benefits to us to pay for the preneed contract at the time of need.

The table below details the results of insurance-funded preneed production and maturities and the number of contracts associated with those transactions.

|  | Years Ended           |         |
|--|-----------------------|---------|
|  | December 31,          |         |
|  | 2016                  | 2015    |
|  | (Dollars in millions) |         |
| Preneed insurance-funded:              |                       |         |
| Sales production <sup>(1)</sup>        | \$552.0               | \$543.8 |
| Sales production (number of contracts) | 90,395                | 90,609  |
| General agency revenue                 | \$135.8               | \$137.0 |
| Maturities                             | \$323.2               | \$318.3 |
| Maturities (number of contracts)       | 55,085                | 55,615  |

(1) Amounts are not included in our Consolidated Balance Sheet.

#### Backlog of Preneed Contracts

The following table reflects our backlog of trust-funded deferred preneed contract revenue, including amounts related to Deferred preneed receipts held in trust at December 31, 2016 and 2015. Additionally, the table reflects our backlog of unfulfilled insurance-funded contracts (which are not included in our Consolidated Balance Sheet) at December 31, 2016 and 2015. The backlog amounts presented are reduced by an amount that we believe will cancel before maturity based on historical experience. The table does not include the backlog associated with businesses that are held for sale.

The table also reflects our preneed funeral and cemetery receivables and trust investments (fair value and cost bases) associated with the backlog of deferred preneed funeral and cemetery contract revenue, net of the estimated cancellation allowance. We believe that the table below is meaningful because it sets forth the aggregate amount of future revenue we expect to recognize as a result of maturities of preneed sales in the future, as well as the amount of assets associated with those revenue. Because the future revenue exceeds the asset amounts, future revenue will exceed the cash distributions actually received from the associated trusts.

|  | December 31, 2016 |         | December 31, 2015 |         |
|--|-------------------|---------|-------------------|---------|
|  | Fair Value        | Cost    | Fair Value        | Cost    |
|  | (In billions)     |         |                   |         |
| Deferred preneed funeral revenue   | \$0.58            | \$0.58  | \$0.56            | \$0.56  |
| Deferred preneed funeral receipts held in trust  | 1.54              | 1.52    | 1.51              | 1.56    |
|  | 2.12              | 2.10    | 2.07              | 2.12    |
| Allowance for cancellation on trust investments  | (0.12 )           | (0.12 ) | (0.16 )           | (0.16 ) |
| Backlog of trust-funded preneed funeral revenue  | 2.00              | 1.98    | 1.91              | 1.96    |
| Backlog of insurance-funded preneed revenue <sup>(1)</sup>   | 5.37              | 5.37    | 5.10              | 5.10    |
| Total backlog of preneed funeral revenue   | \$7.37            | \$7.35  | \$7.01            | \$7.06  |
| Preneed funeral receivables, net and trust investments   | \$1.82            | \$1.80  | \$1.76            | \$1.81  |
| Allowance for cancellation on trust investments  | (0.11 )           | (0.11 ) | (0.15 )           | (0.15 ) |
| Assets associated with backlog of trust-funded deferred preneed funeral revenue, net of estimated allowance for cancellation             | 1.71              | 1.69    | 1.61              | 1.66    |
| Insurance policies associated with insurance-funded deferred preneed revenue, net of estimated allowance for cancellation <sup>(1)</sup> | 5.37              | 5.37    | 5.10              | 5.10    |
| Total assets associated with backlog of preneed funeral revenue, net of estimated allowance for cancellation                             | \$7.08            | \$7.06  | \$6.71            | \$6.76  |





|  | December 31,<br>2016 |         | December 31,<br>2015 |         |
|--|----------------------|---------|----------------------|---------|
|  | Fair<br>Value        | Cost    | Fair<br>Value        | Cost    |
|  | (In billions)        |         |                      |         |
| Deferred preneed cemetery revenue  | \$1.15               | \$1.15  | \$1.12               | \$1.12  |
| Deferred preneed cemetery receipts held in trust   | 1.56                 | 1.53    | 1.46                 | 1.51    |
|  | 2.71                 | 2.68    | 2.58                 | 2.63    |
| Allowance for cancellation on trust investments  | (0.13 )              | (0.13 ) | (0.11 )              | (0.11 ) |
| Total backlog of deferred cemetery revenue   | \$2.58               | \$2.55  | \$2.47               | \$2.52  |
| <br>   |                      |         |                      |         |
| Preneed cemetery receivables, net and trust investments  | \$2.49               | \$2.46  | \$2.32               | \$2.37  |
| Allowance for cancellation on trust investments  | (0.14 )              | (0.14 ) | (0.12 )              | (0.12 ) |
| Total assets associated with backlog of deferred cemetery revenue, net of estimated allowance for cancellation | \$2.35               | \$2.32  | \$2.20               | \$2.25  |

(1) Amounts are not included in our Consolidated Balance Sheet.

The fair value of our trust investments was based on a combination of quoted market prices, observable inputs such as interest rates or yield curves, reported net asset values, and appraisals. As of December 31, 2016, the difference between the backlog and asset market amounts represents \$0.26 billion related to contracts for which we have posted surety bonds as financial assurance in lieu of trusting, \$0.06 billion collected from customers that were not required to be deposited into trusts, and \$0.20 billion in allowable cash distributions from trust assets.

The table also reflects the amounts expected to be received from insurance companies through the assignment of policy proceeds related to insurance-funded contracts. We do not reflect the unfulfilled insurance-funded preneed amounts in our Consolidated Balance Sheet because they are not assets or liabilities as defined in Statement of Accounting Concepts No. 6 as we have no claim to the insurance proceeds until the contract is fulfilled and no obligation under the contract until the benefits are assigned to us after the time of need.

#### Trust Investments

In addition to selling our products and services to client families at the time of need, we enter into price-guaranteed preneed funeral and cemetery contracts, which provide for future funeral or cemetery merchandise and services. Since preneed funeral and cemetery merchandise or services will generally not be provided until sometime in the future, most states and provinces require that all or a portion of the funds collected from customers on preneed funeral and cemetery contracts be paid into trusts and/or escrow accounts until the merchandise is delivered or the service is performed. Investment earnings associated with the trust investments are expected to mitigate the inflationary costs of providing the preneed funeral and cemetery merchandise and services in the future for the prices that were guaranteed at the time of sale.

Also, we are required by state and provincial law to pay a portion of the proceeds from the preneed or atneed sale of cemetery property interment rights into perpetual care trusts. For these investments, the original corpus remains in the trust in perpetuity and the net ordinary earnings are distributed and are intended to offset the expense to maintain the cemetery property. While many states require that net capital gains or losses be retained and added to the corpus, certain states allow the net realized capital gains and losses to be included in the net ordinary earnings that are distributed.

Independent trustees manage and invest the majority of the funds deposited into the funeral and cemetery merchandise and services trusts as well as the cemetery perpetual care trusts. The majority of trustees are selected based on their respective geographic footprint and qualifications per state and provincial regulations. Most of the trustees engage the same independent investment managers. These trustees, with input from SCI's wholly owned registered investment advisor, establish an investment policy that serves as an operating document to guide the investment activities of the trusts including asset allocation and manager selection. The investments are also governed by state and provincial guidelines. Asset allocation is based on the liability structure of each funeral, cemetery, and perpetual care trust. The investment advisor recommends investment managers to the trustees that are selected on the basis of various criteria

set forth in the investment policy. The primary investment objectives for the funeral and cemetery merchandise and service trusts include 1) preserving capital within acceptable levels of volatility and risk and 2) achieving growth of principal over time sufficient to preserve and increase the purchasing power of the assets. Preneed funeral and cemetery contracts generally take years to mature; therefore, the funds associated with these contracts are often invested through several market cycles. The cemetery perpetual care trusts' investment objectives emphasize providing a steady stream of current investment income with some capital appreciation. All of the trusts seek to control risk and volatility through a combination of asset classes, investment styles, and a diverse mix of investment managers.

As of December 31, 2016, 87% of our trusts were under the control and custody of three large financial institutions engaged as preferred trustees. The U.S. trustees primarily use common trust fund structures as the investment vehicle for their trusts. Through

the common trust fund structure, each respective trustee manages the allocation of assets through individual managed accounts or institutional mutual funds. In the event a particular state prohibits the use of a common trust fund as a qualified investment, the trustee utilizes institutional mutual funds. The U.S. trusts include a modest allocation to alternative investments, which are comprised primarily of private equity and real estate investments. These investments are structured as limited liability companies (LLCs) and are managed by certain trustees. The trusts that are eligible to allocate a portion of their investments to alternative investments purchase units of the respective LLCs.

#### Investment Structures

Each financial institution, acting as trustee, manages its allocation of trust assets in compliance with the investment policy primarily through the purchase of three managed limited liability companies (LLCs), one of each trust type and each with a different, independent trustee acting as custodian. The managed LLCs use the following structures for investments:

**Commingled Funds.** These funds allow the trusts to access, at a reduced cost, the same investment managers and strategies used elsewhere in the portfolios.

**Mutual Funds.** The trust funds employ institutional share class mutual funds where operationally or economically efficient. These mutual funds are utilized to invest in various asset classes including U.S. equities, non-U.S. equities, corporate bonds, government bonds, high yield bonds, and commodities and are governed by guidelines outlined in their individual prospectuses.

**Separately Managed Accounts.** In order to reduce costs to the investment portfolios, the trusts utilize separately managed accounts where appropriate.

For those accounts not eligible for participation in the managed LLCs, the trustee utilizes institutional share class mutual funds that comply with our investment policy statement or with applicable state or provincial regulation. The U.S. trusts also include a modest allocation to alternative investments, which comprise primarily private equity investments. These investments are also held in LLCs and are managed by certain trustees.

#### Asset Classes

Fixed income investments are intended to preserve principal, provide a source of current income, and reduce overall portfolio volatility. The majority of the fixed income allocation for the trusts is in institutional share class mutual funds. Where the trusts have direct investments in individual fixed income securities, these are primarily in government and corporate instruments.

Canadian government fixed income securities are investments in Canadian federal and provincial government instruments. In many cases, regulatory restrictions mandate that the funds from the sales of preneed funeral and cemetery products sold in certain Canadian jurisdictions must be invested in these instruments.

Equity investments have historically provided long-term capital appreciation in excess of inflation. The trusts have direct investments in individual equity securities primarily in domestic equity portfolios that include large, mid, and small capitalization companies of different investment styles (i.e., growth and value). The majority of the equity allocation is managed by institutional investment managers that specialize in an objective-specific area of expertise. Our equity securities are exposed to market risk; however, we believe these securities are well-diversified. As of December 31, 2016, the largest single equity position represented less than 1% of the total securities portfolio. The objective of Private Equity investments is to provide high rates of return with reduced volatility. These investments are typically long-term in duration. These investments are diversified by strategy, sector, manager, and vintage year. The investments consist of numerous limited partnerships, including private equity, real estate, fund of funds, distressed debt, and mezzanine financing. The trustees that have oversight of their respective alternative LLCs work closely with the investment advisor in making all investment decisions.

#### Trust Investment Performance

The trust fund returns recognized over a period of years from these investment assets can be volatile. During the year ended December 31, 2016, the Standard and Poor's 500 Index increased 12% and the Barclay's Aggregate Index increased 2.7% and the combined SCI trust assets increased 7.9%.

SCI, its trustees, and the investment advisor continue to monitor the capital markets and the trusts on an ongoing basis. The trustees, with input from the investment advisor, will take prudent action as needed to achieve the investment goals and objectives of the trusts.



## Results of Operations — Years Ended December 31, 2016, 2015, and 2014

## Management Summary

In 2016, we reported consolidated net income attributable to common stockholders of \$177.0 million (\$0.90 per diluted share) compared to net income attributable to common stockholders in 2015 of \$233.8 million (\$1.14 per diluted share) and net income attributable to common stockholders in 2014 of \$172.5 million (\$0.81 per diluted share). These results were impacted by certain significant items that impacted earnings, including:

|   | 2016          | 2015    | 2014     |
|---|---------------|---------|----------|
|   | (In millions) |         |          |
| Pre-tax (losses) gains from divestitures and impairment, net <sup>(1)</sup> | \$(26.8)      | \$6.0   | \$113.5  |
| Pre-tax losses from the early extinguishment of debt                        | \$(22.5)      | \$(6.9) | \$(29.7) |
| Pre-tax acquisition and integration costs                                   | \$(5.5)       | \$(3.0) | \$(45.5) |
| Pre-tax expenses related to system transition costs                         | \$(12.0)      | \$(3.8) | \$(9.5)  |
| Pre-tax pension termination settlement                                      | \$(5.6)       | \$—     | \$—      |
| Pre-tax expenses related to legal defense fees                              | \$—           | \$—     | \$(12.4) |
| Tax benefit (provision) from above items                                    | \$17.2        | \$2.3   | \$(77.8) |
| Change in certain tax reserves  | \$(20.9)      | \$(3.0) | \$(3.2)  |

(1) Includes Net (loss) income from discontinued operations and the portion of noncontrolling interest related to divestitures.

In addition to the above items, growth in cemetery revenue, higher recognized preneed funeral revenue, lower interest expense, and effective management of our back office overhead were partially offset by lower funeral services performed and increases in cemetery administrative and maintenance costs.

## Funeral Results

|   | 2016  | 2015      | 2014      |
|---|---|-----------|-----------|
|   | (Dollars in millions, except average revenue per service) |           |           |
| Consolidated funeral revenue  | \$1,868.9   | \$1,888.8 | \$1,920.5 |
| Less: revenue associated with acquisitions/new construction             | 22.3  | 6.3       | —         |
| Less: revenue associated with divestitures                              | 30.7  | 45.9      | 111.2     |
| Comparable <sup>1</sup> funeral revenue                                 | 1,815.9   | 1,836.6   | 1,809.3   |
| Less: Comparable recognized preneed revenue                             | 109.8   | 97.4      | 85.3      |
| Less: Comparable general agency revenue                                 | 130.2   | 131.4     | 116.3     |
| Less: Other revenue   | (4.4)   | (1.7)     | (0.5)     |
| Adjusted comparable funeral revenue                                     | \$1,580.3   | \$1,609.5 | \$1,608.2 |
| Comparable services performed   | 300,028   | 308,462   | 306,129   |
| Comparable average revenue per service <sup>2</sup>                     | \$5,267   | \$5,218   | \$5,253   |
| Consolidated funeral gross profit                                       | \$364.2   | \$393.2   | \$409.7   |
| Less: gross profit (loss) associated with acquisitions/new construction | 3.0   | —         | —         |
| Less: gross profit associated with divestitures                         | 3.6   | 4.4       | 21.5      |
| Comparable <sup>1</sup> funeral gross profit                            | \$357.6   | \$388.8   | \$388.2   |

(1) We define comparable (or same store) operations as those funeral locations owned by us for the entire period beginning January 1, 2015 and ending December 31, 2016.

(2) We calculate comparable average revenue per service by dividing comparable funeral revenue, excluding general agency revenue, recognized preneed revenue, and other revenue to avoid distorting our average of normal funeral services revenue, by the comparable number of services performed during the period. Recognized preneed revenue are preneed sales of merchandise that are delivered at the time of sale, including memorial merchandise and travel protection, and are excluded from our calculation of comparable average revenue per service because the associated service has not yet been performed.

## Funeral Revenue



Consolidated revenue from funeral operations was \$1,868.9 million for the year ended December 31, 2016 compared to \$1,888.8 million for the same period in 2015. This decrease is primarily attributable to a \$20.7 million decrease in comparable revenue as described below.

Comparable revenue from funeral operations was \$1,815.9 million for the year ended December 31, 2016 compared to \$1,836.6 million for the same period in 2015. This decrease was primarily due to a 2.7% decrease in comparable services performed, impacted by an unusually strong flu season in the first half of 2015. This decrease was partially offset by a \$12.4 million increase in recognized preneed revenue driven by an increase in both the number of contracts sold through our non-funeral home channel and the average price per contract.

The decrease in services performed comprises a 3.2% decrease in services performed by our funeral homes partially offset by a 2.4% increase in cremation services performed by our non-funeral home channel.

Average revenue per funeral service increased 0.9% for the year ended December 31, 2016 compared to the same period in 2015. Organic growth at the customer level of 2.7% was largely offset by the increase in our cremation mix, lower trust fund income, and an unfavorable Canadian currency impact. Our total comparable cremation rate increased to 52.4% in 2016 from 51.7% in 2015 as a result of an increase in both direct cremations and cremations with service. Consolidated revenue from funeral operations decreased \$31.7 million in 2015 compared to 2014. This decrease is primarily attributable to the loss of \$65.3 million in revenue contributed by properties that have been subsequently divested partially offset by a \$12.1 million increase in comparable recognized preneed revenue, a \$15.1 million increase in comparable general agency revenue, \$6.3 million in revenue contributed by acquired properties, and a 0.8% increase in comparable services performed. Our comparable cremation rate increased to 51.7% in 2015 from 50.9% in 2014 as a result of an increase in direct cremations.

#### Funeral Gross Profit

Consolidated funeral gross profit decreased \$29.0 million, or 7.4% in 2016 compared to 2015. This decrease is primarily attributable to a decrease in comparable funeral gross profit of \$31.2 million. The decline in higher margin revenue from funeral services performed by our funeral homes, increases in selling costs associated with our preneed selling efforts, and inflationary increases in fixed costs were partially offset by increased gross profit from recognized preneed revenue.

Consolidated funeral gross profit decreased \$16.5 million, or 4.0%, in 2015 as compared to 2014 primarily attributable to the loss of \$17.1 million in revenue contributed by properties that have been subsequently divested partially offset by a \$0.6 million increase in comparable gross profit.

#### Cemetery Results

|  | 2016          | 2015      | 2014      |
|--|---------------|-----------|-----------|
|  | (In millions) |           |           |
| Consolidated cemetery revenue                                    | \$1,162.3     | \$1,097.2 | \$1,073.5 |
| Less: revenue associated with acquisitions/new construction      | 9.5           | 5.5       | —         |
| Less: revenue associated with divestitures                       | 0.2           | 1.3       | 35.6      |
| Comparable <sup>1</sup> cemetery revenue                         | \$1,152.6     | \$1,090.4 | \$1,037.9 |
| Consolidated cemetery gross profit                               | \$312.2       | \$281.4   | \$266.0   |
| Less: gross profit associated with acquisitions/new construction | 2.9           | 1.8       | —         |
| Less: gross (loss) profit associated with divestitures           | (0.9)         | 0.2       | 5.6       |
| Comparable <sup>1</sup> cemetery gross profit                    | \$310.2       | \$279.4   | \$260.4   |

(1) We define comparable (or same store) operations as those cemetery locations owned by us for the entire period beginning January 1, 2015 and ending December 31, 2016.

#### Cemetery Revenue

Consolidated revenue from our cemetery operations increased \$65.1 million, or 5.9%, in 2016 compared to 2015 primarily attributable to the \$62.2 million increase in comparable revenue. The increase in comparable revenue is primarily the result of a \$48.2 million increase in recognized preneed revenue, higher preneed property production, and an increase in cash distributions of capital gains received from perpetual care trusts.

Consolidated revenue from our cemetery operations increased \$23.7 million, or 2.2%, in 2015 compared to 2014 primarily as a result of the increase in comparable revenue of \$52.5 million partially offset by the loss of \$34.3 million in properties that

32

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have been subsequently divested. Comparable cemetery revenue increased \$52.5 million, or 5.1%, primarily as a result of an increase in preneed property sales recognition, which was partially offset by an expected decrease in trust fund income.

#### Cemetery Gross Profit

Consolidated cemetery gross profit increased \$30.8 million, or 10.9%, in 2016 compared to 2015 as a result of the increase in comparable gross profit. The comparable gross profit increase was driven by growth in recognized preneed and atneed revenue and higher preneed production of developed and completed cemetery property, partially offset by increased selling commissions from higher sales production and increases in cemetery administrative and maintenance costs.

Consolidated cemetery gross profit increased \$15.4 million, or 5.8%, in 2015 compared to 2014. This increase is the result of the increase in comparable gross profit of \$19.0 million, or 7.3% partially offset by the loss of \$5.4 million in properties that have been subsequently divested.

#### Other Financial Statement Items

##### General and Administrative Expenses

General and administrative expenses were \$137.7 million in 2016 compared to \$130.8 million in 2015 and \$184.7 million in 2014. The 2016 amounts include \$5.5 million of acquisition costs, \$12.0 million in system transition costs primarily related to the 2016 implementation of a new general ledger system, and \$5.6 million related to a pension termination settlement. The 2015 amounts include \$6.7 million in acquisition and integration and system transition costs. The 2014 amounts included \$45.5 million in acquisition and transition costs primarily related to Stewart, \$12.3 million in legal settlements and defense fees related to the settlement of the Eden matter and \$9.5 million in system transition costs. Excluding these costs, general and administrative expenses decreased \$9.5 million in 2016 compared to 2015 as we effectively managed our back office overhead expenses, after increasing \$6.7 million in 2015 compared to 2014 due to higher legal costs.

##### Losses (Gains) on Divestitures and Impairment Charges, Net

In 2016, we recognized a \$26.8 million net pre-tax loss on asset divestitures and impairments. This loss includes \$31.2 million of impairment charges related to the divestiture of certain funeral homes in Los Angeles, California in November 2016.

In 2015, we recognized a \$6.5 million net pre-tax gain on asset divestitures and impairments primarily as the result of asset divestitures, partially offset by impairment losses associated with non-strategic funeral and cemetery locations in the United States and Canada.

In 2014, we recognized a \$116.6 million net pre-tax gain on asset divestitures and impairments primarily as a result of the required Federal Trade Commission divestitures on funeral and cemetery locations in the United States as a result of the Stewart acquisition.

##### Interest Expense

Interest expense decreased \$10.8 million to \$162.1 million in 2016 compared to \$172.9 million in 2015 as we benefited from the debt refinancings over the past year by lowering interest on our Senior Notes and increasing our proportion of lower rate variable debt.

Interest expense decreased \$4.7 million to \$172.9 million in 2015 compared to \$177.6 million in 2014. The decrease in interest expense is primarily due to the refinancing of our 6.75% Senior Notes due 2015, our 6.5% Senior Notes due 2019, and our 7.0% Senior Notes due 2019 in the first half of 2014. We also refinanced our 6.75% Senior Notes due April 2016 in August 2015.

##### Losses on Early Extinguishment of Debt, Net

During 2016, we paid an aggregate of \$310.0 million on our Term Loan due July 2018, \$295.0 million on our 7.0% Senior Notes due 2017, \$280.0 million on our Bank Credit Facility due July 2018, \$26.3 million on our Term Loan due March 2021, and \$10.0 million on our Bank Credit Facility due March 2021. Certain of the above transactions resulted in the recognition of a loss of \$22.5 million recorded in Losses on early extinguishment of debt, net in our Consolidated Statement of Operations.

During 2015, we paid an aggregate of \$197.4 million on our 6.75% Senior Notes due April 2016, \$100.0 million on our Bank Credit Facility, and \$60.0 million on our Term Loan due July 2018. Certain of the above transactions

resulted in the recognition of a loss of \$6.9 million recorded in Losses on early extinguishment of debt, net in our Consolidated Statement of Operations.

During 2014, we recognized a \$29.2 million loss on early extinguishment of debt as we took advantage of historically low interest rates to refinance our 6.75% Senior Notes due 2015, our 6.5% Senior Notes due 2019, and our 7.0% Senior Notes due 2019.

#### Provision for Income Taxes

The 2016 consolidated effective tax rate was 45.7%, compared to 36.5% and 56.1% in 2015 and 2014, respectively. The higher effective tax rate for the twelve months ended December 31, 2016 was a result of a valuation allowance recorded against foreign net deferred tax assets for which a future net benefit may not be realized, and non-deductible goodwill resulting from gains on divestitures. The higher effective tax rate for the twelve months ended December 31, 2014 was primarily due to the non-deductible goodwill resulting from the gains on required divestitures associated with the Stewart acquisition.

#### Weighted Average Shares

The diluted weighted average number of shares outstanding was 196.0 million in 2016, compared to 204.5 million in 2015, and 214.2 million in 2014. The decrease in all years primarily reflects the impact of shares repurchased under our share repurchase program.

#### Critical Accounting Policies, Recent Accounting Pronouncements, and Accounting Changes

Our consolidated financial statements are impacted by the accounting policies used and the estimates and assumptions made by management during their preparation. See Note 2 in Part II, Item 8. Financial Statements and Supplementary Data, for more information. Estimates and assumptions affect the carrying values of assets and liabilities and disclosures of contingent assets and liabilities at the balance sheet date. Actual results could differ from such estimates due to uncertainties associated with the methods and assumptions underlying our critical accounting measurements. The following is a discussion of our critical accounting policies pertaining to revenue recognition, valuation of goodwill, valuation of intangible assets, fair value measurements, loss contract analysis, and the use of estimates.

#### Revenue Recognition

Funeral revenue is recognized when funeral merchandise is delivered or funeral services are performed. Merchandise delivery and service performance generally take place shortly after the time of need. Delivery of some preneed items, primarily certain memorial merchandise and travel protection, are delivered prior to the time of need. We refer to these items as recognized preneed revenue. Our trade receivables primarily consist of amounts due for funeral services already performed.

Revenue associated with cemetery merchandise and services is recognized when merchandise is delivered or the service is performed. For non-personalized merchandise (such as vaults) and services, we defer the revenue until the merchandise is delivered and the services are performed, generally after the time of need. For personalized marker merchandise, with the customer's direction generally obtained at the time of sale, we can choose to order, store, and transfer title to the customer. In situations in which we have no further obligation or involvement related to the merchandise, we recognize revenue and record the cost of sales upon the earlier of vendor storage of these items or delivery in our cemetery. Preneed sales of cemetery interment rights (cemetery burial property) are recognized when a minimum of 10% of the sales price has been collected and the property has been constructed and is available for interment.

Pursuant to state or provincial law, all or a portion of the proceeds from funeral and cemetery merchandise or services sold on a preneed basis may be required to be paid into trust funds. We defer investment earnings related to these merchandise and service trusts until the associated merchandise is delivered or services are performed.

#### Valuation of Goodwill

We record the excess of purchase price over the fair value of identifiable net assets acquired in business combinations as goodwill. Goodwill is tested annually during the fourth quarter for impairment by assessing the fair value of each of our reporting units.

Our goodwill impairment test involves estimates and management judgment. In the first step of our goodwill impairment test, we compare the fair value of a reporting unit to its carrying amount, including goodwill. We determine fair value of each reporting unit using both a market and income approach. Our methodology considers discounted cash flows and multiples of EBITDA (earnings before interest, taxes, depreciation, and amortization). The discounted cash flow valuation uses projections of future cash flows and includes assumptions concerning future operating performance and economic conditions that may differ from actual future cash flows. We do not record an impairment of goodwill in instances where the fair value of a reporting unit exceeds its carrying amount. If the aggregate fair value is less than the related carrying amount for a reporting unit, we compare the implied fair value of

goodwill to the carrying amount of goodwill. If the carrying amount of reporting unit goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to that excess.

For our most recent annual impairment test performed in the fourth quarter, we used a 6.5% discount rate, growth rates ranging from 1.2% to 5.7% over a five-year period, plus a terminal value determined using the constant growth method in projecting our future cash flows. Fair value was calculated as the sum of the projected discounted cash flows of our reporting units over the next five years plus terminal value at the end of those five years. Our terminal value was calculated using long-term growth rates of 2.5% and 2.9% for our funeral and cemetery reporting units, respectively.

In addition to our annual review, we assess the impairment of goodwill whenever certain events or changes in circumstances indicate that the carrying value may be greater than fair value. Factors that could trigger an interim impairment review include, but are not limited to, significant underperformance relative to historical or projected future operating results and significant negative industry or economic trends. No interim goodwill impairments reviews were performed in 2016 or 2015.

#### Valuation of Intangible Assets

Our intangible assets include customer relationships, trademarks and tradenames, and other intangible assets primarily resulting from acquisitions. Our trademark and tradenames and certain other intangible assets are considered to have an indefinite life and are not subject to amortization. We test for impairment of intangible assets annually during the fourth quarter.

Our intangible assets impairment tests involve estimates and management judgment. For trademark and tradenames, our test uses the relief from royalty method whereby we determine the fair value of the assets by discounting the cash flows that represent a savings over having to pay a royalty fee for use of the trademark and tradenames. The discounted cash flow valuation uses projections of future cash flows and includes assumptions concerning future operating performance and economic conditions that may differ from actual future cash flows. For our most recent annual impairment test performed in the fourth quarter, we estimated that the pre-tax savings would range from 1.0% to 4.0% of the revenue associated with the trademark and tradenames, based primarily on our research of intellectual property valuation and licensing databases. We also assumed a terminal growth rate of 2.5% and 2.9% for our funeral and cemetery segments, respectively, and discounted the cash flows at a 6.7% discount rate based on the relative risk of these assets to our overall business.

In addition to our annual review, we assess the impairment of intangible assets whenever certain events or changes in circumstances indicate that the carrying value may be greater than the fair value. Factors that could trigger an interim impairment review include, but are not limited to, significant underperformance relative to historical or projected future operating results and significant negative industry or economic trends. No interim intangible impairment reviews were performed in 2016 or 2015.

#### Fair Value Measurements

We measure the available-for-sale securities held by our funeral merchandise and service, cemetery merchandise and service, and cemetery perpetual care trusts at fair value on a recurring basis. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. We utilize a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1 — inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets;

Level 2 — inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument; and

Level 3 — inputs to the valuation methodology are unobservable and significant to the fair value measurement.

An asset's or liability's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Certain available-for-sale securities held by our funeral merchandise and service, cemetery merchandise and service, and cemetery perpetual care trusts have been classified in Level 3 of the hierarchy due to the significant management judgment required as a result of the absence of quoted market prices, inherent lack of liquidity, or the long-term nature of the securities. For additional disclosures for all of our available-for-sale securities, see Notes 3, 4, and 5 in Part II, Item 8. Financial Statements and Supplementary Data.

#### Loss Contract Analysis

We perform an analysis to determine whether our preneed contracts are in a loss position, which would necessitate a charge to earnings. For this analysis, we add the sales prices of the underlying contracts and net realized earnings, then subtract net unrealized losses to derive the net amount of estimated proceeds for contracts as of the balance sheet date. We consider unrealized gains and losses based on current market prices quoted for the investments, and we do not

include future expected returns on the investments in our analysis. We compare our estimated proceeds to the estimated direct costs to deliver our contracts, which consist primarily of funeral and cemetery merchandise costs and salaries, supplies, and equipment related to the delivery of a preneed contract. If a deficiency were to exist, we may record a charge to earnings and a corresponding liability for the expected loss on delivery of those contracts from our backlog. As of December 31, 2016, no such charge was required. Due to the positive margins of our preneed contracts and the trust portfolio returns we have experienced in prior years, we believe there is currently capacity for additional market depreciation before a loss contract would result.

#### Use of Estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles in the United States (GAAP) requires management to make certain estimates and assumptions. These estimates and assumptions affect the carrying values of assets and liabilities and disclosures of contingent assets and liabilities at the balance sheet date. Actual results could differ from such estimates due to uncertainties associated with the methods and assumptions underlying our critical accounting measurements. Key estimates used by management include:

**Allowances.** We provide various allowances and/or cancellation reserves for our funeral and cemetery preneed and atneed receivables, as well as for our preneed funeral and preneed cemetery deferred revenue. These allowances are based on an analysis of historical trends and include, where applicable, collection and cancellation activity. We also record an estimate of general agency revenue that may be canceled in their first year and revenue would be charged back by the insurance company. These estimates are impacted by a number of factors, including changes in economy, relocation, and demographic or competitive changes in our areas of operation.

**Valuation of trust investments.** The trust investments include marketable securities that are classified as available-for-sale. When available, we use quoted market prices for specific securities. When quoted market prices are not available for the specific security, fair values are estimated by using either quoted market prices for securities with similar characteristics or a fair value model with observable inputs that include a combination of interest rates, yield curves, credit risks, prepayment terms, rating, and tax exempt status.

The valuation of private equity and other investments requires significant management judgment due to the absence of quoted market prices, inherent lack of liquidity, and the long-term nature of such assets. The fair value of these investments is estimated based on the market value of the underlying real estate and private equity instruments. The underlying real estate value is determined using the most recent appraisals. The private equity instruments are valued based on reported net asset values.

**Legal liability reserves.** Contingent liabilities, principally for legal matters, are recorded when it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Liabilities accrued for legal matters require judgments regarding projected outcomes and a range of loss based on historical experience and recommendations of legal counsel. However, litigation is inherently unpredictable and excessive verdicts do occur. As disclosed in Note 11 in Part II, Item 8. Financial Statements and Supplementary Data, our legal exposures and the ultimate outcome of these legal proceedings could be material to operating results or cash flows in any given quarter or year.

**Depreciation of long-lived assets.** We depreciate our long-lived assets ratably over their estimated useful lives. These estimates of useful lives may be affected by such factors as changing market conditions or changes in regulatory requirements.

**Valuation of assets acquired and liabilities assumed.** Tangible and intangible assets acquired and liabilities assumed are recorded at their fair value and goodwill is recognized for any difference between the price of acquisition and our fair value determination. We have customarily estimated our purchase costs and other related transactions known to us at closing of the acquisition. To the extent that information not available to us at the closing date subsequently became available during the measurement period, we have adjusted our goodwill, assets, or liabilities associated with the acquisition.

**Income taxes.** We compute income taxes using the liability method. Our ability to realize the benefit of our deferred tax assets requires us to achieve certain future earnings levels. We have established a valuation allowance against a portion of our deferred tax assets and we could be required to further adjust that valuation allowance in the near term if market conditions change materially and future earnings are, or are projected to be, significantly different than our current estimates. An increase in the valuation allowance would result in additional income tax expense in such period.

At December 31, 2016 and 2015, U.S. income taxes had not been provided on \$308.6 million and \$259.8 million, respectively, of the remaining undistributed earnings of our foreign subsidiaries. We intend to permanently reinvest these undistributed foreign earnings in those businesses outside the United States. It is not practicable to determine the amount of federal income taxes, if any, that might become due if such earnings are repatriated.

We file income tax returns, including tax returns for our subsidiaries, with federal, state, local and foreign jurisdictions. We consider the United States to be our most significant jurisdiction; however, all tax returns are subject to routine compliance review by the taxing authorities in the jurisdictions in which we file tax returns in the ordinary course of business.

We have reached an agreement in principle with the IRS to resolve the issues under audit with respect to tax years 1999 through 2005 which cleared the Joint Committee on Taxation without change on February 7, 2017. Final resolution with the IRS is subject to, among other things, the execution of certain agreements and the closing of the case. There can be no assurance that the resolution will be finalized on the terms currently contemplated, or at all. Additionally, SCI and Subsidiaries received a letter of no change to its federal tax liability for the tax years 2008-2010, and its tax years 2006-2007 remain under audit as a result of carryback claims. Our Canadian affiliate, Service Corporation International Canada ULC, concluded the



audit of its Canadian income tax returns during 2016 for the years 2010-2012 with no material impact. Furthermore, we are under audit by various state jurisdictions for years 2000 through 2015.

It is reasonably possible that the amount of unrecognized tax benefits could significantly decrease over the next 12 months as a result of the agreement in principle reached with the IRS on the audit with respect to tax years 1999 through 2005. However, due to the uncertainty regarding the timing and amount of the final resolution on this specific audit and possible outcomes on the other outstanding audits, a current estimate of the range of decrease that may occur within the next 12 months cannot be made.

**Pension cost.** Our pension plans are frozen with no benefits accruing to participants except interest. Pension costs and liabilities are actuarially determined based on certain assumptions, including the discount rate used to compute future benefit obligations. Weighted-average discount rates used to determine net periodic pension cost were 3.96% and 2.47% as of December 31, 2016 and 2015, respectively. We verify the reasonableness of the discount rate by comparing our rate to the rate earned on high-quality fixed income investments, such as the Moody's Aa index.

**Insurance loss reserves.** We purchase comprehensive general liability, morticians and cemetery professional liability, automobile liability, and workers' compensation insurance coverages structured with high deductibles. This high-deductible insurance program means we are primarily self-insured for claims and associated costs and losses covered by these policies. Historical insurance industry experience indicates a high degree of inherent variability in assessing the ultimate amount of losses associated with casualty insurance claims. This is especially true with respect to liability and workers' compensation exposures due to the extended period of time that transpires between when the claim might occur and the full settlement of such claim, which is often many years. We continually evaluate loss estimates associated with claims and losses related to these insurance coverages falling within the deductible of each coverage. Assumptions based on factors such as claim settlement patterns, claim development trends, claim frequency and severity patterns, inflationary trends, and data reasonableness will generally affect the analysis and determination of the "best estimate" of the projected ultimate claim losses. The results of these evaluations are used to both analyze and adjust our insurance loss reserves.

As of December 31, 2016, reported losses for workers' compensation, general liability, and auto liability incurred during the period May 1, 1991 through December 31, 2016 were approximately \$523.3 million over 25.7 years. The selected fully developed ultimate settlement value estimated was \$578.9 million for the same period. Paid losses were \$500.9 million indicating a reserve requirement of \$78.0 million.

#### Recent Accounting Pronouncements and Accounting Changes

For discussion of recent accounting pronouncements and accounting changes, see Note 2 in Part II, Item 8. Financial Statements and Supplementary Data.

#### Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

The market risk inherent in our financial instruments and positions includes the price risk associated with the marketable equity and debt securities included in our portfolio of trust investments, the interest rate risk associated with our floating rate debt, and the currency risk associated with our Canadian operations. Our market-sensitive instruments and positions are considered to be "other-than-trading". Our exposure to market risk as discussed below includes forward-looking statements and represents an estimate of possible changes in fair value or future earnings that might occur, assuming hypothetical changes in equity markets, interest rates, and currencies. Our views on market risk are not necessarily indicative of actual results that may occur, and they do not represent the maximum possible gains or losses that may occur. Actual fair value movements related to changes in equity markets, interest rates and currencies, along with the timing of such movements, may differ from those estimated.

#### Marketable Equity and Debt Securities — Price Risk

In connection with our preneed funeral operations and preneed cemetery merchandise and service sales, the related funeral and cemetery trust funds own investments in equity and debt securities and mutual funds, which are sensitive to current market prices.

Cost and market values as of December 31, 2016 are presented in Notes 3, 4, and 5 in Part II, Item 8, Financial Statements and Supplementary Data. Also, see Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, Financial Conditions, Liquidity, and Capital Resources, for discussion of trust investments.

#### Market-Rate Sensitive Instruments — Interest Rate Risk

At December 31, 2016 and 2015, approximately 63% and 76%, respectively, of our total debt consisted of fixed rate debt at a weighted average rate of 4.68% and 5.18%, respectively. The fair value of our debt was \$162.7 million more than its carrying value at December 31, 2016. A hypothetical 10% increase in interest rates associated with our floating rate debt would increase our interest expense by \$3.0 million. See Note 9 and 10 in Part II, Item 8. Financial Statements and Supplementary Data, for additional information.

Market-Rate Sensitive Instruments — Currency Risk

At December 31, 2016 and 2015, our foreign currency exposure was primarily associated with the Canadian dollar. A hypothetical 10% adverse change in the strength of the U.S. dollar relative to our foreign currency instruments would have negatively affected our income from our continuing operations, on an annual basis, by \$4.1 million for each of the years ended December 31, 2016 and 2015.

At December 31, 2016, approximately 6% of our stockholders' equity and debt and 10% of our operating income was denominated in the Canadian dollar. Approximately 5% of our stockholders' equity and debt and 9% of our operating income was denominated in foreign currencies, primarily the Canadian dollar, at December 31, 2015. We do not have an investment in foreign operations considered to be in highly inflationary economies.

Item 8. Financial Statements and Supplementary Data.

INDEX TO FINANCIAL STATEMENTS AND RELATED SCHEDULE

|   | Page      |
|---|-----------|
| Financial Statements:   |           |
| Report of Independent Registered Public Accounting Firm   | <u>40</u> |
| Consolidated Statement of Operations for the years ended December 31, 2016, 2015, and 2014  | <u>41</u> |
| Consolidated Statement of Comprehensive Income for the years ended December 31, 2016, 2015, and 2014  | <u>42</u> |
| Consolidated Balance Sheet as of December 31, 2016 and 2015   | <u>43</u> |
| Consolidated Statement of Cash Flows for the years ended December 31, 2016, 2015, and 2014  | <u>44</u> |
| Consolidated Statement of Equity for the three years ended December 31, 2016, 2015, and 2014  | <u>46</u> |
| Notes to Consolidated Financial Statements  | <u>47</u> |
| 1. Nature of Operations   | <u>47</u> |
| 2. Summary of Significant Accounting Policies   | <u>47</u> |
| 3. Preneed Funeral Activities   | <u>52</u> |
| 4. Preneed Cemetery Activities  | <u>58</u> |
| 5. Cemetery Perpetual Care Trusts   | <u>64</u> |
| 6. Deferred Preneed Receipts Held in Trust and Care Trusts' Corpus  | <u>69</u> |
| 7. Goodwill and Intangible Assets   | <u>71</u> |
| 8. Income Taxes   | <u>72</u> |
| 9. Debt   | <u>76</u> |
| 10. Credit Risk and Fair Value of Financial Instruments   | <u>78</u> |
| 11. Commitments and Contingencies   | <u>79</u> |
| 12. Equity  | <u>81</u> |
| 13. Share-Based Compensation  | <u>82</u> |
| 14. Retirement Plans  | <u>84</u> |
| 15. Segment Reporting   | <u>87</u> |
| 16. Supplementary Information   | <u>89</u> |
| 17. Earnings Per Share  | <u>91</u> |
| 18. Acquisitions  | <u>92</u> |
| 19. Divestiture-Related Activities  | <u>93</u> |
| 20. Quarterly Financial Data (Unaudited)  | <u>93</u> |
| Financial Statement Schedule:   |           |
| II — Valuation and Qualifying Accounts  | <u>94</u> |
| All other schedules have been omitted because the required information is not applicable or is not present in amounts sufficient to require submission or because the information required is included in the consolidated financial statements or the related notes thereto. |           |

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Service Corporation International

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Service Corporation International and its subsidiaries at December 31, 2016 and 2015, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2016 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Houston, Texas  
February 15, 2017



SERVICE CORPORATION INTERNATIONAL  
CONSOLIDATED STATEMENT OF OPERATIONS

|  | Years Ended December 31,                 |              |              |
|--|--|--------------|--------------|
|  | 2016                                     | 2015         | 2014         |
|  | (In thousands, except per share amounts) |              |              |
| Revenue  | \$3,031,137                              | \$2,986,041  | \$2,994,011  |
| Costs and expenses   | (2,354,703 )                             | (2,311,452 ) | (2,318,326 ) |
| Gross profit   | 676,434                                  | 674,589      | 675,685      |
| General and administrative expenses                        | (137,730 )                               | (130,813 )   | (184,749 )   |
| (Losses) gains on divestitures and impairment charges, net | (26,819 )                                | 6,522        | 116,613      |
| Operating income   | 511,885                                  | 550,298      | 607,549      |
| Interest expense   | (162,093 )                               | (172,897 )   | (177,571 )   |
| Losses on early extinguishment of debt, net                | (22,503 )                                | (6,918 )     | (29,158 )    |
| Other (expense) income, net                                | (631 )                                   | (132 )       | 1,780        |
| Income from continuing operations before income taxes      | 326,658                                  | 370,351      | 402,600      |
| Provision for income taxes                                 | (149,353 )                               | (135,027 )   | (225,980 )   |
| Income from continuing operations                          | 177,305                                  | 235,324      | 176,620      |
| Net (loss) income from discontinued operations, net of tax | —  | (390 )       | 2,186        |
| Net income   | 177,305                                  | 234,934      | 178,806      |
| Net income attributable to noncontrolling interests        | (267 )                                   | (1,162 )     | (6,337 )     |
| Net income attributable to common stockholders             | \$177,038                                | \$233,772    | \$172,469    |
| Basic earnings per share:                                  |  |              |              |
| Net income attributable to common stockholders             | \$0.92                                   | \$1.17       | \$0.82       |
| Basic weighted average number of shares                    | 193,086                                  | 200,356      | 210,741      |
| Diluted earnings per share:                                |  |              |              |
| Net income attributable to common stockholders             | \$0.90                                   | \$1.14       | \$0.81       |
| Diluted weighted average number of shares                  | 196,042                                  | 204,450      | 214,200      |
| Dividends declared per share                               | \$0.51                                   | \$0.44       | \$0.34       |

(See notes to consolidated financial statements)

SERVICE CORPORATION INTERNATIONAL  
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

|   | Years Ended December 31, |           |           |
|---|--------------------------|-----------|-----------|
|   | 2016                     | 2015      | 2014      |
|   | (In thousands)           |           |           |
| Net income  | \$177,305                | \$234,934 | \$178,806 |
| Other comprehensive income:   |                          |           |           |
| Foreign currency translation adjustments  | 10,331                   | (53,283 ) | (32,096 ) |
| Reclassification of foreign currency translation adjustments to discontinued operations | —                        | —         | 3,114     |
| Total comprehensive income  | 187,636                  | 181,651   | 149,824   |
| Total comprehensive income attributable to noncontrolling interests                     | (270 )                   | (1,129 )  | (6,382 )  |
| Total comprehensive income attributable to common stockholders                          | \$187,366                | \$180,522 | \$143,442 |
| (See notes to consolidated financial statements)  |                          |           |           |



## SERVICE CORPORATION INTERNATIONAL

## CONSOLIDATED BALANCE SHEET

|   | December 31,                         |               |
|---|--------------------------------------|---------------|
|   | 2016                                 | 2015          |
|   | (In thousands, except share amounts) |               |
| <b>ASSETS</b>   |                                      |               |
| Current assets:   |                                      |               |
| Cash and cash equivalents   | \$ 194,986                           | \$ 134,599    |
| Receivables, net  | 98,455                               | 90,462        |
| Inventories   | 26,431                               | 27,835        |
| Other   | 34,524                               | 47,155        |
| Total current assets  | 354,396                              | 300,051       |
| Preneed funeral receivables, net and trust investments  | 1,817,445                            | 1,760,297     |
| Preneed cemetery receivables, net and trust investments   | 2,487,720                            | 2,318,167     |
| Cemetery property   | 1,776,935                            | 1,753,015     |
| Property and equipment, net   | 1,827,587                            | 1,846,722     |
| Goodwill  | 1,799,081                            | 1,796,340     |
| Deferred charges and other assets   | 567,520                              | 582,378       |
| Cemetery perpetual care trust investments   | 1,407,465                            | 1,319,427     |
| Total assets  | \$ 12,038,149                        | \$ 11,676,397 |
| <b>LIABILITIES &amp; EQUITY</b>   |                                      |               |
| Current liabilities:  |                                      |               |
| Accounts payable and accrued liabilities  | \$ 439,936                           | \$ 422,816    |
| Current maturities of long-term debt  | 89,974                               | 86,823        |
| Income taxes payable  | 7,960                                | 1,373         |
| Total current liabilities   | 537,870                              | 511,012       |
| Long-term debt  | 3,196,616                            | 3,037,605     |
| Deferred preneed funeral revenue  | 581,280                              | 557,897       |
| Deferred preneed cemetery revenue   | 1,150,137                            | 1,120,001     |
| Deferred tax liability  | 454,638                              | 470,584       |
| Other liabilities   | 510,322                              | 496,947       |
| Deferred preneed receipts held in trust   | 3,103,796                            | 2,973,386     |
| Care trusts' corpus   | 1,408,243                            | 1,319,564     |
| Commitments and contingencies (Note 11)   |                                      |               |
| Equity:   |                                      |               |
| Common stock, \$1 per share par value, 500,000,000 shares authorized, 195,403,644 and 200,859,676 shares issued, respectively, and 189,405,244 and 195,772,876 shares outstanding, respectively | 189,405                              | 195,773       |
| Capital in excess of par value  | 990,203                              | 1,092,106     |
| Accumulated deficit   | (103,387)                            | (109,351)     |
| Accumulated other comprehensive income  | 16,492                               | 6,164         |
| Total common stockholders' equity   | 1,092,713                            | 1,184,692     |
| Noncontrolling interests  | 2,534                                | 4,709         |
| Total equity  | 1,095,247                            | 1,189,401     |
| Total liabilities and equity  | \$ 12,038,149                        | \$ 11,676,397 |
| (See notes to consolidated financial statements)  |                                      |               |



SERVICE CORPORATION INTERNATIONAL  
CONSOLIDATED STATEMENT OF CASH FLOWS

|  | Years Ended December 31, |            |            |
|--|--------------------------|------------|------------|
|  | 2016                     | 2015       | 2014       |
|  | (In<br>thousands)        |            |            |
| Cash flows from operating activities:  |                          |            |            |
| Net income   | \$ 177,305               | \$ 234,934 | \$ 178,806 |
| Adjustments to reconcile net income to net cash provided by operating activities:    |                          |            |            |
| Loss (income) from discontinued operations, net of tax                               | —                        | 390        | (2,186 )   |
| Losses on early extinguishment of debt, net  | 22,503                   | 6,918      | 29,158     |
| Premiums paid on early extinguishment of debt  | (20,524 )                | (6,549 )   | (24,804 )  |
| Depreciation and amortization  | 147,233                  | 141,456    | 140,002    |
| Amortization of intangible assets  | 30,956                   | 31,459     | 36,640     |
| Amortization of cemetery property  | 66,745                   | 62,407     | 60,439     |
| Amortization of loan costs   | 5,826                    | 9,434      | 8,825      |
| Provision for doubtful accounts  | 10,776                   | 6,083      | 7,376      |
| Provision for deferred income taxes  | 7,490                    | 18,048     | 129,671    |
| Losses (gains) on divestitures and impairment charges, net                           | 26,819                   | (6,522 )   | (116,613 ) |
| Share-based compensation   | 14,056                   | 13,843     | 13,127     |
| Excess tax benefits from share-based awards  | (12,685 )                | (18,123 )  | (30,123 )  |
| Change in assets and liabilities, net of effects from acquisitions and dispositions: |                          |            |            |
| (Increase) decrease in receivables   | (14,198 )                | 464        | (18,644 )  |
| Decrease (increase) in other assets  | 17,855                   | 2,457      | (11,013 )  |
| Increase (decrease) in payables and other liabilities                                | 47,888                   | 20,567     | (12,038 )  |
| Effect of preneed funeral production and maturities:                                 |                          |            |            |
| Decrease in preneed funeral receivables, net and trust investments                   | 17,506                   | 24,918     | 30,357     |
| Increase (decrease) in deferred preneed funeral revenue                              | 9,329                    | 6,199      | (23,069 )  |
| Decrease in deferred preneed receipts held in trust                                  | (41,607 )                | (52,946 )  | (52,869 )  |
| Effect of preneed cemetery production and maturities:                                |                          |            |            |
| Increase in preneed cemetery receivables, net and trust investments                  | (90,900 )                | (73,038 )  | (43,964 )  |
| Increase in deferred preneed cemetery revenue  | 25,446                   | 60,960     | 54,049     |
| Increase (decrease) in deferred preneed receipts held in trust                       | 15,776                   | (11,173 )  | (34,664 )  |
| Other  | —                        | —          | (108 )     |
| Net cash provided by operating activities from continuing operations                 | 463,595                  | 472,186    | 318,355    |
| Net cash used in operating activities from discontinued operations                   | —                        | —          | (1,000 )   |
| Net cash provided by operating activities  | 463,595                  | 472,186    | 317,355    |
| Cash flows from investing activities:  |                          |            |            |
| Capital expenditures   | (193,446 )               | (150,986 ) | (144,499 ) |
| Acquisitions, net of cash acquired   | (69,146 )                | (41,258 )  | (15,336 )  |
| Proceeds from divestitures and sales of property and equipment                       | 41,310                   | 16,772     | 424,383    |
| Net withdrawals (deposits) of restricted funds and other                             | 5,150                    | 8,066      | (12,225 )  |
| Net cash (used in) provided by investing activities from continuing operations       | (216,132 )               | (167,406 ) | 252,323    |
| Net cash provided by investing activities from discontinued operations               | —                        | 987        | 4,963      |
| Net cash (used in) provided by investing activities                                  | (216,132 )               | (166,419 ) | 257,286    |
| Cash flows from financing activities:  |                          |            |            |
| Proceeds from issuance of long-term debt   | 1,060,000                | 446,250    | 755,000    |
| Debt issuance costs  | (5,232 )                 | (6,025 )   | (10,500 )  |
| Payments of debt   | (36,414 )                | (160,220 ) | (230,561 ) |

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|   |            |            |            |
|---|------------|------------|------------|
| Early extinguishment of debt                | (875,110 ) | (197,377 ) | (762,764 ) |
| Principal payments on capital leases        | (33,119 )  | (28,601 )  | (29,380 )  |
| Proceeds from exercise of stock options     | 17,662     | 31,809     | 32,376     |
| Excess tax benefits from share-based awards | 12,685     | 18,123     | 30,123     |
| Purchase of Company common stock            | (227,928 ) | (345,261 ) | (242,874 ) |
| Payments of dividends                       | (98,418 )  | (87,570 )  | (71,517 )  |
| Purchase of noncontrolling interest         | (1,961 )   | (2,075 )   | (15,000 )  |
| Bank overdrafts and other                   | (1,095 )   | (7,531 )   | 7,130      |
| Net cash used in financing activities       | (188,930 ) | (338,478 ) | (537,967 ) |

SERVICE CORPORATION INTERNATIONAL  
CONSOLIDATED STATEMENT OF CASH FLOWS

|  | Years Ended December 31, |           |           |
|--|--------------------------|-----------|-----------|
|  | 2016                     | 2015      | 2014      |
|  | (In thousands)           |           |           |
| Net change in cash of discontinued operations        | —                        | —         | 1,361     |
| Effect of foreign currency                           | 1,854                    | (10,025 ) | (2,284 )  |
| Net increase (decrease) in cash and cash equivalents | 60,387                   | (42,736 ) | 35,751    |
| Cash and cash equivalents at beginning of period     | 134,599                  | 177,335   | 141,584   |
| Cash and cash equivalents at end of period           | \$194,986                | \$134,599 | \$177,335 |

(See notes to consolidated financial statements)

45

Table of ContentsSERVICE CORPORATION INTERNATIONAL  
CONSOLIDATED STATEMENT OF EQUITY

|  | Common<br>Stock | Treasury<br>Stock,<br>Par<br>Value | Capital in<br>Excess of<br>Par Value | Accumulated<br>Deficit | Accumulated<br>Other<br>Comprehensive<br>Income | Noncontrolling<br>Interest | Total       |
|--|-----------------|------------------------------------|--------------------------------------|------------------------|---|----------------------------|-------------|
| (In thousands, except per share amounts)             |                 |                                    |                                      |                        |   |                            |             |
| Balance at December 31, 2013                         | \$212,327       | \$(10 )                            | \$1,259,348                          | \$(90,026 )            | \$ 88,441                                       | \$ 10,148                  | \$1,480,228 |
| Comprehensive income                                 | —               | —                                  | —                                    | 172,469                | (29,027 )                                       | 6,382                      | 149,824     |
| Dividends declared on common stock (\$.34 per share) | —               | —                                  | (71,517 )                            | —                      | —   | —                          | (71,517 )   |
| Stock option exercises                               | 3,642           | —                                  | 29,495                               | —                      | —   | —                          | 33,137      |
| Restricted stock award, net of forfeitures and other | 352             | —                                  | (352 )                               | —                      | —   | —                          | —           |
| Employee share-based compensation earned             | —               | —                                  | 13,127                               | —                      | —   | —                          | 13,127      |
| Purchase of Company common stock                     | —               | (11,537 )                          | (67,796 )                            | (164,302 )             | —   | —                          | (243,635 )  |
| Tax benefits of share-based awards                   | —               | —                                  | 30,123                               | —                      | —   | —                          | 30,123      |
| Purchase of noncontrolling interest                  | —               | —                                  | (7,441 )                             | —                      | —   | (7,559 )                   | (15,000 )   |
| Noncontrolling interest payments                     | —               | —                                  | —                                    | —                      | —   | (319 )                     | (319 )      |
| Retirement of treasury shares                        | (10,956 )       | 10,956                             | —                                    | —                      | —   | —                          | —           |
| Other  | 93              | —                                  | 1,317                                | —                      | —   | —                          | 1,410       |
| Balance at December 31, 2014                         | \$205,458       | \$(591 )                           | \$1,186,304                          | \$(81,859 )            | \$ 59,414                                       | \$ 8,652                   | \$1,377,378 |
| Comprehensive income                                 | —               | —                                  | —                                    | 233,772                | (53,250 )                                       | 1,129                      | 181,651     |
| Dividends declared on common stock (\$.44 per share) | —               | —                                  | (87,570 )                            | —                      | —   | —                          | (87,570 )   |
| Stock option exercises                               | 3,054           | —                                  | 28,877                               | —                      | —   | —                          | 31,931      |
| Restricted stock awards, net of forfeitures          | 254             | (9 )                               | (245 )                               | —                      | —   | —                          | —           |
| Employee share-based compensation earned             | —               | —                                  | 13,843                               | —                      | —   | —                          | 13,843      |
| Purchase of Company common stock                     | —               | (12,455 )                          | (71,664 )                            | (261,264 )             | —   | —                          | (345,383 )  |
| Tax benefits related to share-based awards           | —               | —                                  | 18,123                               | —                      | —   | —                          | 18,123      |
| Purchase of noncontrolling interest                  | —               | —                                  | 2,775                                | —                      | —   | (4,850 )                   | (2,075 )    |
|  | —               | —                                  | —                                    | —                      | —   | (222 )                     | (222 )      |

|  |            |           |              |              |           |          |              |
|--|------------|-----------|--------------|--------------|-----------|----------|--------------|
| Noncontrolling interest payments                     |            |           |              |              |           |          |              |
| Retirement of treasury shares                        | (7,969 )   | 7,969     | —            | —            | —         | —        | —            |
| Other  | 62         | —         | 1,663        | —            | —         | —        | 1,725        |
| Balance at December 31, 2015                         | \$ 200,859 | \$(5,086) | \$ 1,092,106 | \$(109,351 ) | \$ 6,164  | \$ 4,709 | \$ 1,189,401 |
| Comprehensive income                                 | —          | —         | —            | 177,038      | 10,328    | 270      | 187,636      |
| Dividends declared on common stock (\$.51 per share) | —          | —         | (98,418 )    | —            | —         | —        | (98,418 )    |
| Stock option exercises                               | 2,108      | —         | 15,554       | —            | —         | —        | 17,662       |
| Restricted stock awards, net of forfeitures          | 241        | (1 )      | (240 )       | —            | —         | —        | —            |
| Employee share-based compensation earned             | —          | —         | 14,056       | —            | —         | —        | 14,056       |
| Purchase of Company common stock                     | —          | (8,812 )  | (48,042 )    | (171,074 )   | —         | —        | (227,928 )   |
| Tax benefits related to share-based awards           | —          | —         | 12,685       | —            | —         | —        | 12,685       |
| Purchase of noncontrolling interest                  | —          | —         | 364          | —            | —         | (2,325 ) | (1,961 )     |
| Noncontrolling interest payments                     | —          | —         | —            | —            | —         | (120 )   | (120 )       |
| Retirement of treasury shares                        | (7,901 )   | 7,901     | —            | —            | —         | —        | —            |
| Other  | 96         | —         | 2,138        | —            | —         | —        | 2,234        |
| Balance at December 31, 2016                         | \$ 195,403 | \$(5,998) | \$ 990,203   | \$(103,387 ) | \$ 16,492 | \$ 2,534 | \$ 1,095,247 |

(See notes to consolidated financial statements)

SERVICE CORPORATION INTERNATIONAL  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Nature of Operations

We are North America's largest provider of deathcare products and services, with a network of funeral service locations and cemeteries operating in the United States and Canada. Our funeral service and cemetery operations consist of funeral service locations, cemeteries, funeral service/cemetery combination locations, crematoria, and other related businesses, which enable us to serve a wide array of customer needs. We sell cemetery property and funeral and cemetery merchandise and services at the time of need and on a preneed basis.

Funeral service locations provide all professional services relating to funerals and cremations, including the use of funeral facilities and motor vehicles, arranging and directing services, removal, preparation, embalming, cremations, memorialization, and catering. Funeral merchandise, including burial caskets and related accessories, urns and other cremation receptacles, outer burial containers, flowers, online and video tributes, stationery products, casket and cremation memorialization products, and other ancillary merchandise, is sold at funeral service locations.

Our cemeteries provide cemetery property interment rights, including developed lots, lawn crypts, mausoleum spaces, niches, and other cremation memorialization and interment options. Cemetery merchandise and services, including memorial markers and bases, outer burial containers, flowers and floral placement, other ancillary merchandise, graveside services, merchandise installation, travel protection, and burial openings and closings, are sold at our cemeteries.

2. Summary of Significant Accounting Policies

Principles of Consolidation and Basis of Presentation

Our consolidated financial statements include the accounts of Service Corporation International (SCI) and all subsidiaries in which we hold a controlling financial interest. Our financial statements also include the accounts of the funeral merchandise and service trusts, cemetery merchandise and service trusts, and cemetery perpetual care trusts in which we have a variable interest and are the primary beneficiary. Intercompany balances and transactions have been eliminated in consolidation.

Reclassifications to Prior Period Financial Statements and Adjustments

Certain reclassifications have been made to prior period amounts to conform to the current period financial statement presentation with no effect on our previously reported results of operations, consolidated financial position, or cash flows. For the year 2016, we recorded in General and administrative expenses an out-of-period expense of \$5.5 million for previously improperly capitalized acquisition costs. Such amounts are immaterial to both current and prior period financial statements.

Use of Estimates in the Preparation of Financial Statements

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that may affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. As a result, actual results could differ from these estimates.

Cash and Cash Equivalents

We consider all highly liquid investments with an original maturity of three months or less to be cash equivalents. The carrying amounts of our cash and cash equivalents approximate fair value due to the short-term nature of these instruments.

Accounts Receivable and Allowance for Doubtful Accounts

Our trade receivables primarily consist of amounts due for funeral services already performed. We provide various allowances and cancellation reserves for our funeral and cemetery preneed and atneed receivables as well as for our preneed funeral and preneed cemetery deferred revenue. These allowances are based on an analysis of historical trends of collection and cancellation activity. Atneed funeral and cemetery receivables are considered past due after 30 days. Collections are generally managed by the locations or third party agencies acting on behalf of the locations, until a receivable is 180 days delinquent at which time it is fully reserved and sent to a collection agency. These estimates are impacted by a number of factors, including changes in the economy, relocation, and demographic or competitive



changes in our areas of operation.

**Inventories and Cemetery Property**

Funeral and cemetery merchandise are stated at the lower of average cost or market. Cemetery property is recorded at cost. Inventory costs and cemetery property are relieved using specific identification in performance of a contract.

Amortization expense for cemetery property was \$66.7 million, \$62.4 million, and \$60.4 million for the years ended December 31, 2016, 2015, and 2014, respectively.

### Property and Equipment, Net

Property and equipment are recorded at cost. Maintenance and repairs are charged to expense whereas renewals and major replacements that extend the assets useful lives are capitalized. Depreciation is recognized ratably over the estimated useful lives of the various classes of assets. Buildings are depreciated over a period ranging from seven to forty years, equipment is depreciated over a period from three to eight years, and leasehold improvements are depreciated over the shorter of the lease term or ten years. Depreciation and amortization expense related to property and equipment was \$147.2 million, \$141.5 million, and \$140.0 million for the years ended December 31, 2016, 2015, and 2014, respectively. When property is sold or retired, the cost and related accumulated depreciation are removed from the Consolidated Balance Sheet; resulting gains and losses are included in the Consolidated Statement of Operations in the period of sale or disposal.

### Leases

We have lease arrangements related to funeral service locations and transportation equipment that were primarily classified as capital leases at December 31, 2016. Lease terms related to funeral service locations generally range from one to 40 years with options to renew at varying terms. Lease terms related to transportation equipment generally range from one to five years with options to renew at varying terms. We calculate operating lease expense ratably over the lease term. We consider reasonably assured renewal options and fixed escalation provisions in our calculation. For more information related to leases, see Note 11.

### Goodwill

The excess of purchase price over the fair value of identifiable net assets acquired in business combinations is recorded as goodwill. Goodwill is tested annually during the fourth quarter for impairment by assessing the fair value of each of our reporting units.

Our goodwill impairment test involves estimates and management judgment. In the first step of our goodwill impairment test, we compare the fair value of a reporting unit to its carrying amount, including goodwill. We determine fair value of each reporting unit using both a market and income approach. Our methodology considers discounted cash flows and multiples of EBITDA (earnings before interest, taxes, depreciation, and amortization). The discounted cash flow valuation uses projections of future cash flows and includes assumptions concerning future operating performance and economic conditions that may differ from actual future cash flows. We do not record an impairment of goodwill in instances where the fair value of a reporting unit exceeds its carrying amount. If the aggregate fair value is less than the related carrying amount for a reporting unit, we compare the implied fair value of goodwill to the carrying amount of goodwill. If the carrying amount of reporting unit goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to that excess.

For our most recent annual impairment test performed in the fourth quarter, we used a 6.5% discount rate, growth rates ranging from 1.2% to 5.7% over a five-year period, plus a terminal value determined using the constant growth method in projecting our future cash flows. Fair value was calculated as the sum of the projected discounted cash flows of our reporting units over the next five years plus terminal value at the end of those five years. Our terminal value was calculated using a long-term growth rate of 2.5% and 2.9% for our funeral and cemetery reporting units, respectively.

In addition to our annual review, we assess the impairment of goodwill whenever certain events or changes in circumstances indicate that the carrying value may be greater than fair value. Factors that could trigger an interim impairment review include, but are not limited to, significant underperformance relative to historical or projected future operating results and significant negative industry or economic trends. No interim goodwill impairment reviews were required in 2016 or 2015. For more information related to goodwill, see Note 7.

### Other Intangible Assets

Our intangible assets include customer relationships, trademarks and tradenames, and other intangible assets primarily resulting from acquisitions. Our trademark and tradenames and certain other intangible assets are considered to have an indefinite life and are not subject to amortization. We test for impairment of intangible assets annually during the fourth quarter.

Our intangible assets impairment tests involve estimates and management judgment. For trademark and tradenames, our test uses the relief from royalty method whereby we determine the fair value of the assets by discounting the cash flows that represent a savings over having to pay a royalty fee for use of the trademark and tradenames. The

discounted cash flow valuation uses projections of future cash flows and includes assumptions concerning future operating performance and economic conditions that may differ from actual future cash flows. For our most recent annual impairment test performed in the fourth quarter, we estimated that the pre-tax savings would range from 1.0% to 4.0% of the revenue associated with the trademark and tradenames, based primarily on our research of intellectual property valuation and licensing databases. We also assumed a terminal growth rate of 2.5% and 2.9% for our funeral and cemetery segments, respectively, and discounted the cash flows at a 6.7% discount rate based on the relative risk of these assets to our overall business.

In addition to our annual review, we assess the impairment of intangible assets whenever certain events or changes in circumstances indicate that the carrying value may be greater than the fair value. Factors that could trigger an interim impairment review include, but are not limited to, significant under-performance relative to historical or projected future operating results and significant negative industry or economic trends. No interim intangible impairment reviews were required in 2016 or 2015.

Certain of our intangible assets associated with prior acquisitions are relieved using specific identification in performance of a contract. We amortize all other finite-lived intangible assets on a straight-line basis over their estimated useful lives which range from two to forty years. For more information related to intangible assets, see Note 7.

#### Fair Value Measurements

We measure the available-for-sale securities held by our funeral merchandise and service, cemetery merchandise and service, and cemetery perpetual care trusts at fair value on a recurring basis. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. We utilize a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

• Level 1 — inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets;

• Level 2 — inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument; and

• Level 3 — inputs to the valuation methodology are unobservable and significant to the fair value measurement.

An asset's or liability's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Certain available-for-sale securities held by our funeral merchandise and service, cemetery merchandise and service, and cemetery perpetual care trusts have been classified in Level 3 of the hierarchy due to the significant management judgment required as a result of the absence of quoted market prices, inherent lack of liquidity, or the long-term nature of the securities. For additional disclosures for all of our available-for-sale securities, see Notes 3, 4, and 5.

#### Treasury Stock

We make treasury stock purchases in the open market or through privately negotiated transactions subject to market conditions and normal trading restrictions. We account for the repurchase of our common stock under the par value method. In 2016, we canceled 7.9 million shares of common stock held in our treasury. We canceled 8.0 million and 11.0 million shares of common stock held in our treasury in 2015 and 2014, respectively. These retired treasury shares were changed to authorized but unissued status.

#### Foreign Currency Translation

All assets and liabilities of our foreign subsidiaries are translated into U.S. dollars at exchange rates in effect as of the end of the reporting period. Revenue and expense items are translated at the average exchange rates for the reporting period. The resulting translation adjustments are included in Equity as a component of Accumulated other comprehensive income in the Consolidated Statement of Equity and Consolidated Balance Sheet.

The functional currency of SCI and its subsidiaries is the respective local currency. The transactional currency gains and losses that arise from transactions denominated in currencies other than the functional currencies of our operations are recorded in Other (expense) income, net in the Consolidated Statement of Operations. We do not have an investment in foreign operations considered to be in highly inflationary economies.

#### Funeral Operations

Revenue is recognized when funeral merchandise is delivered or funeral services are performed. We sell price-guaranteed preneed funeral contracts through various programs providing for future funeral services at prices prevailing when the agreements are signed. Revenue associated with sales of preneed funeral contracts is deferred until funeral merchandise is delivered or the funeral services are performed, generally at the time of need. Travel protection and certain memorialization merchandise sold on a preneed basis is delivered to the customer at the time of sale and is recognized at the time delivery has occurred. While these items are sold as part of preneed funeral

arrangements they are also offered on a stand-alone basis. The total consideration received for these arrangements is allocated to each item based on relative selling price determined using either vendor specific objective evidence of the selling price or third-party evidence of selling price. Vendor specific objective evidence of the selling price is determined based on the price we sell the items for on a stand-alone basis. Third-party evidence

of selling price is based on the price of our largely interchangeable products that are sold in stand-alone sales to similarly situated customers. There is no general right of return for delivered items.

Pursuant to state or provincial law, all or a portion of the proceeds from funeral merchandise or services sold on a preneed basis may be required to be paid into trust funds. We defer investment earnings related to these merchandise and service trusts until the associated merchandise is delivered or services are performed. Costs related to sales of merchandise and services are charged to expense when merchandise is delivered or services are performed. Sales taxes collected are recognized on a net basis in our consolidated financial statements. See Note 3 for more information regarding preneed funeral activities.

#### Cemetery Operations

Revenue associated with sales of cemetery merchandise and services is recognized when merchandise is delivered or the service is performed. Revenue associated with sales of preneed cemetery property interment rights is deferred until the property is constructed and a minimum of 10% of the sales price is collected. For non-personalized merchandise (such as vaults) and services, we defer the revenue until the merchandise is delivered or the services are performed. For personalized marker merchandise, with the customer's direction generally obtained at the time of sale, we can choose to order, store, and transfer title to the customer. In situations in which we have no further obligation or involvement related to the merchandise, we recognize revenue and record the cost of sales upon the earlier of vendor storage of these items or delivery in our cemetery. The total consideration received for these arrangements is allocated to each item based on relative selling price determined using vendor specific objective evidence of the selling price. Vendor specific objective evidence of the selling price is determined based on the price we sell the items for on a stand-alone basis. There is no general right of return for delivered items.

Pursuant to state or provincial law, all or a portion of the proceeds from cemetery merchandise or services sold on a preneed basis may be required to be paid into trust funds. We defer investment earnings related to these merchandise and services trusts until the associated merchandise is delivered or services are performed.

A portion of the proceeds from the sale of cemetery property interment rights is required by state or provincial law to be paid into perpetual care trust funds. Investment earnings from these trusts are distributed to us regularly, are recognized in current cemetery revenue, and are intended to defray cemetery maintenance costs, which are expensed as incurred. The principal of such perpetual care trust funds generally cannot be withdrawn.

Costs related to the sale of property interment rights include the property and construction costs specifically identified by project. Property and construction costs are charged to expense when the revenue is recognized by specific identification in the performance of a contract. Costs related to sales of merchandise and services are charged to expense when merchandise is delivered or when services are performed. Sales taxes collected are recognized on a net basis in our consolidated financial statements. See Notes 4 and 5 for more information regarding preneed cemetery and perpetual care activities.

#### Preneed Funeral and Cemetery Receivables

We sell preneed contracts whereby the customer enters into arrangements for future merchandise and services prior to the time of need. As these contracts are entered into prior to the delivery of the related merchandise and services, the preneed funeral and cemetery receivables are offset by a comparable deferred revenue amount. These receivables have an interest component for which interest income is recorded when the interest amount is considered collectible and realizable, which typically coincides with cash payment. We do not accrue interest on financing receivables that are not paid in accordance with the contractual payment date given the nature of our merchandise and services, the nature of our contracts with customers, and the timing of the delivery of our services. We do not consider receivables to be past due until the merchandise or services are required to be delivered at which time the preneed receivable is paid or reclassified as a trade receivable with payment terms of less than 30 days. As the preneed funeral and cemetery receivables are offset by comparable deferred revenue amounts, we have no risk of loss related to these receivables. If a preneed contract is canceled prior to delivery, state or provincial law determines the amount of the refund owed to the customer, if any, including the amount of the attributed investment earnings. Upon cancellation, we receive the amount of principal deposited to the trust and previously undistributed net investment earnings and, where required, issue a refund to the customer. We retain excess funds, if any, and recognize the attributed investment earnings (net of any investment earnings payable to the customer) as revenue in the Consolidated Statement of Operations. In certain jurisdictions, we may be obligated to fund any shortfall if the amount deposited by the customer exceeds the funds in

trust. Based on our historical experience, we have provided an allowance for cancellation of these receivables, which is recorded as a reduction in receivables with a corresponding offset to deferred revenue.

Income Taxes

We compute income taxes using the liability method. Our ability to realize the benefit of our deferred tax assets requires us to achieve certain future earnings levels. We have established a valuation allowance against a portion of our deferred tax assets

and we could be required to further adjust that valuation allowance in the near term if market conditions change materially and future earnings are, or are projected to be, significantly different than our current estimates. An increase in the valuation allowance would result in additional income tax expense in such period. All deferred tax assets and liabilities, along with any related valuation allowances are classified as non-current on our Consolidated Balance Sheet.

#### Recently Issued Accounting Standards

##### Revenue Recognition

In May 2014, the FASB issued "Revenue from Contracts with Customers," which replaces most existing revenue recognition guidance. During 2016, the FASB made several amendments to the new standard that clarified guidance on several matters, including principal vs. agent considerations, identifying performance obligations, sales taxes, and licensing.

The new standard, as amended, requires that we recognize revenue in the amount to which we expect to be entitled for delivery of promised goods and services to our customers. The new standard will also result in enhanced revenue related disclosures, including any significant judgments and changes in judgments. Additionally, the new standard requires the deferral of incremental selling costs to the period in which the underlying revenue is recognized.

The new standard will be effective for us beginning January 1, 2018 and we intend to implement the standard with the modified retrospective approach, which recognizes the cumulative effect of application recognized on that date. We have not fully determined the impact on the new standard on our consolidated results of operations, consolidated financial position, and cash flows. However, we believe the standard primarily impacts the manner in which we recognize certain nonrefundable up-front fees and incremental costs to acquire new preneed funeral trust contracts and preneed and atneed cemetery contracts (i.e., selling costs). The nonrefundable fees will be deferred and recognized as revenue when the underlying goods and services are delivered to the customer. The incremental selling costs will be deferred and amortized by specific identification to the delivery of the underlying goods and services.

We will continue to expense costs to acquire new preneed funeral insurance contracts in the period incurred. The insurance contracts are not and will not be reflected in our Consolidated Balance Sheet because they do not represent assets or liabilities as we have no claim to the insurance proceeds until the contract is fulfilled and no obligation under the contract until the benefits are assigned to us after the time of need.

##### Inventory

In July 2015, the FASB amended "Inventory" to state that an entity using an inventory method other than last-in, first out ("LIFO") or the retail inventory method should measure inventory at the lower of cost or net realizable value. The new guidance clarifies that net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. The new guidance was effective for us on January 1, 2017 and adoption did not materially impact our consolidated results of operations, consolidated financial position, and cash flows.

##### Financial Instruments

In January 2016, the FASB amended "Financial Instruments" to provide additional guidance on the recognition and measurement of financial assets and liabilities. The amendment requires investments in equity instruments to be measured at fair value with changes in fair value reflected in net income. The new guidance is effective for us on January 1, 2018, and we are still evaluating the impact of adoption on our consolidated results of operations, consolidated financial position, and cash flows.

In June 2016, the FASB amended "Financial Instruments" to provide financial statement users with more decision-useful information about the expected credit losses on debt instruments and other commitments to extend credit held by a reporting entity at each reporting date. This amendment replaces the incurred loss impairment methodology in the current standard with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. The new guidance is effective for us on January 1, 2020, and we are still evaluating the impact of adoption on our consolidated results of operations, consolidated financial position, and cash flows.

##### Leases

In February 2016, the FASB amended "Leases" to increase transparency and comparability among organizations. Under the new standard, an entity will be required to recognize lease assets and liabilities on its balance sheet and



disclose key information about leasing arrangements. In addition, the new standard offers specific accounting guidance for a lessee, a lessor, and sale and leaseback transactions. Lessees and lessors are required to disclose qualitative and quantitative information about leasing arrangements to enable a user of the financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. This new standard will be effective for us on January 1, 2019. We are still evaluating the impact of adoption on our consolidated results of operations, consolidated financial position, and cash flows.

#### Stock Compensation

In March 2016, the FASB amended "Stock Compensation" to simplify certain aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and

classification on the statement of cash flows. The new guidance is effective for us on January 1, 2017. If we had adopted this amendment for the year ended December 31, 2016, Net cash provided by operating activities and Net cash used in financing activities would have both increased by \$12.7 million and our Provision for income taxes would have decreased by \$12.7 million.

#### Cash Flow

In August and November 2016, the FASB amended "Statement of Cash Flows" to clarify guidance on the classification of certain cash receipts and cash payments. Additionally, the guidance requires that the statement of cash flows reflect changes in restricted cash in addition to cash and cash equivalents. Amended guidance includes clarification on debt prepayment and extinguishment costs, contingent consideration in business combinations, proceeds from insurance claims, and premium payments on company-owned life insurance. The new guidance is effective for us on January 1, 2018, and we are still evaluating the impact of adoption on our consolidated statement of cash flows.

#### Goodwill

In January 2017, the FASB amended "Goodwill" to simplify the subsequent measurement of goodwill. Amended guidance eliminates Step 2 from the goodwill impairment test. Instead, impairment is defined as the amount by which the carrying value of the reporting unit exceeds its fair value, up to the total amount of goodwill. The new guidance is effective for us on January 1, 2020, and we are evaluating the impact on our consolidated results of operations, consolidated financial position, and cash flows.

#### 3. Preneed Funeral Activities

##### Preneed funeral receivables, net and trust investments

Preneed funeral receivables, net and trust investments represent trust investments, including investment earnings, and customer receivables, net of unearned finance charges, related to unperformed, price-guaranteed preneed funeral contracts. Our funeral merchandise and service trusts are variable interest entities. We have determined that we are the primary beneficiary of these trusts, as we absorb a majority of the losses and returns associated with these trusts. When we receive payments from the customer, we deposit the amount required by law into the trust and reclassify the corresponding amount from Deferred preneed funeral revenue into Deferred preneed receipts held in trust. Amounts are withdrawn from the trusts after the contract obligations are performed. Cash flows from preneed funeral contracts are presented as operating cash flows in our Consolidated Statement of Cash Flows.

Preneed funeral receivables, net and trust investments are reduced by the trust investment earnings (realized and unrealized) that we have been allowed to withdraw in certain states prior to maturity. These earnings are recorded in Deferred preneed funeral revenue until the merchandise is delivered or the service is performed.

The table below sets forth certain investment-related activities associated with our preneed funeral merchandise and service trusts for the years ended December 31:

|   | 2016           | 2015       | 2014         |
|---|----------------|------------|--------------|
|   | (In thousands) |            |              |
| Deposits  | \$ 121,668     | \$ 121,109 | \$ 102,553   |
| Withdrawals   | \$ 157,549     | \$ 160,135 | \$ 131,352   |
| Purchases of available-for-sale securities <sup>(1)</sup> | \$ 377,813     | \$ 453,092 | \$ 1,238,257 |
| Sales of available-for-sale securities <sup>(1)</sup>     | \$ 387,959     | \$ 458,236 | \$ 1,318,512 |

(1) The higher level of activity in 2014 was the result of changing the legal structure of the trust investments.

The components of Preneed funeral receivables, net and trust investments in our Consolidated Balance Sheet at December 31 were as follows:

|  | 2016           | 2015        |
|--|----------------|-------------|
|  | (In thousands) |             |
| Trust investments, at market                           | \$1,152,752    | \$1,109,394 |
| Cash and cash equivalents                              | 122,517        | 134,642     |
| Assets associated with businesses held for sale        | —              | (39 )       |
| Insurance-backed fixed income securities               | 271,248        | 271,116     |
| Trust investments                                      | 1,546,517      | 1,515,113   |
| Receivables from customers                             | 312,556        | 290,689     |
| Unearned finance charge                                | (12,562 )      | (11,235 )   |
|  | 1,846,511      | 1,794,567   |
| Allowance for cancellation                             | (29,066 )      | (34,270 )   |
| Preneed funeral receivables, net and trust investments | \$1,817,445    | \$1,760,297 |

The activity in Preneed funeral receivables, net and trust investments for the years ended December 31 was as follows:

|   | 2016        | 2015           | 2014        |
|---|-------------|----------------|-------------|
|   |             | (In thousands) |             |
| Beginning balance — Preneed funeral receivables and trust investments | \$1,760,297 | \$1,843,023    | \$1,870,243 |
| Net preneed contract sales  | 296,896     | 283,927        | 247,994     |
| Cash receipts from customers, net of refunds                          | (246,436 )  | (234,413 )     | (211,830 )  |
| Deposits to trust   | 121,668     | 121,109        | 102,553     |
| Acquisitions (divestitures) of businesses, net                        | 3,560       | 1,400          | (19,203 )   |
| Net undistributed investment earnings (losses) <sup>(1)</sup>         | 65,954      | (38,510 )      | 22,480      |
| Maturities and distributed earnings                                   | (193,604 )  | (200,635 )     | (162,059 )  |
| Change in cancellation allowance                                      | 5,295       | 2,787          | 7,644       |
| Effect of foreign currency and other                                  | 3,815       | (18,391 )      | (14,799 )   |
| Ending balance — Preneed funeral receivables and trust investments    | \$1,817,445 | \$1,760,297    | \$1,843,023 |

(1) Includes both realized and unrealized investment earnings.

The cost and market values associated with our funeral merchandise and service trust investments recorded at fair value at December 31, 2016 and 2015 are detailed below. Cost reflects the investment (net of redemptions) of control holders in the trusts. Fair value represents the value of the underlying securities held by the trusts.

December 31, 2016

|                                       | Fair Value Hierarchy Level | Cost        | Unrealized Gains | Unrealized Losses | Fair Value  |
|---------------------------------------|----------------------------|-------------|------------------|-------------------|-------------|
|                                       |                            |             | (In thousands)   |                   |             |
| Fixed income securities:              |                            |             |                  |                   |             |
| U.S. Treasury                         | 2                          | \$75,245    | \$317            | \$(557 )          | \$75,005    |
| Canadian government                   | 2                          | 55,752      | 272              | (42 )             | 55,982      |
| Corporate                             | 2                          | 12,702      | 177              | (92 )             | 12,787      |
| Residential mortgage-backed           | 2                          | 29          | 1                | —                 | 30          |
| Asset-backed                          | 2                          | 58          | —                | (3 )              | 55          |
| Equity securities:                    |                            |             |                  |                   |             |
| Preferred stock                       | 2                          | 1,428       | 81               | (39 )             | 1,470       |
| Common stock:                         |                            |             |                  |                   |             |
| United States                         | 1                          | 334,854     | 49,785           | (11,525 )         | 373,114     |
| Canada                                | 1                          | 11,853      | 2,592            | (263 )            | 14,182      |
| Other international                   | 1                          | 25,761      | 1,824            | (3,167 )          | 24,418      |
| Mutual funds:                         |                            |             |                  |                   |             |
| Equity                                | 1                          | 313,132     | 7,780            | (26,842 )         | 294,070     |
| Fixed income                          | 1                          | 92,760      | 1,344            | (7,368 )          | 86,736      |
| Other                                 | 3                          | 4,079       | 1,214            | (17 )             | 5,276       |
| Trust investments, at fair value      |                            | 927,653     | 65,387           | (49,915 )         | 943,125     |
| Fixed income commingled funds         |                            | 168,959     | 3,177            | (1,167 )          | 170,969     |
| Private equity                        |                            | 40,892      | 2,956            | (5,190 )          | 38,658      |
| Trust investments, at net asset value |                            | 209,851     | 6,133            | (6,357 )          | 209,627     |
| Trust investments, at market          |                            | \$1,137,504 | \$71,520         | \$(56,272 )       | \$1,152,752 |

December 31, 2015

|                                       | Fair Value Hierarchy Level | Cost        | Unrealized Gains | Unrealized Losses | Fair Value  |
|---------------------------------------|----------------------------|-------------|------------------|-------------------|-------------|
| (In thousands)                        |                            |             |                  |                   |             |
| Fixed income securities:              |                            |             |                  |                   |             |
| U.S. Treasury                         | 2                          | \$64,140    | \$89             | \$(1,270)         | \$62,959    |
| Canadian government                   | 2                          | 56,975      | 323              | (55)              | 57,243      |
| Corporate                             | 2                          | 18,983      | 235              | (284)             | 18,934      |
| Residential mortgage-backed           | 2                          | 1,299       | 29               | (22)              | 1,306       |
| Asset-backed                          | 2                          | 5           | —                | —                 | 5           |
| Equity securities:                    |                            |             |                  |                   |             |
| Preferred stock                       | 2                          | 1,951       | 41               | (158)             | 1,834       |
| Common stock:                         |                            |             |                  |                   |             |
| United States                         | 1                          | 344,544     | 30,885           | (19,149)          | 356,280     |
| Canada                                | 1                          | 11,882      | 2,651            | (1,077)           | 13,456      |
| Other international                   | 1                          | 32,193      | 2,636            | (3,907)           | 30,922      |
| Mutual funds:                         |                            |             |                  |                   |             |
| Equity                                | 1                          | 324,231     | 1,263            | (43,975)          | 281,519     |
| Fixed income                          | 1                          | 155,893     | 154              | (13,092)          | 142,955     |
| Other                                 | 3                          | 3,687       | 1,069            | —                 | 4,756       |
| Trust investments, at fair value      |                            | 1,015,783   | 39,375           | (82,989)          | 972,169     |
| Fixed income commingled funds         |                            | 102,063     | 228              | (1,103)           | 101,188     |
| Private equity                        |                            | 38,724      | 3,780            | (6,467)           | 36,037      |
| Trust investments, at net asset value |                            | 140,787     | 4,008            | (7,570)           | 137,225     |
| Trust investments, at market          |                            | \$1,156,570 | \$43,383         | \$(90,559)        | \$1,109,394 |

Valuation policies and procedures are determined by our Trust Services department, which reports to our Chief Financial Officer. Additionally, valuations are reviewed quarterly by the Investment Committee of the Board of Directors.

Where quoted prices are available in an active market, securities are classified as Level 1 investments pursuant to the fair value measurements hierarchy.

Where quoted market prices are not available for the specific security, fair values are estimated by using either quoted prices of securities with similar characteristics or an income approach fair value model with observable inputs that include a combination of interest rates, yield curves, credit risks, prepayment speeds, rating, and tax-exempt status. These securities are classified as Level 2 investments pursuant to the fair value measurements hierarchy.

The valuation of other investments requires management judgment due to the absence of quoted market prices, inherent lack of liquidity, and the long-term nature of such assets. These securities are classified as Level 3 investments pursuant to the fair value measurements hierarchy.

Fixed income commingled funds and private equity investments are measured at net asset value. Fixed income commingled funds are redeemable for net asset value with two weeks' notice. Our private equity investments include several funds that invest in limited partnerships, distressed debt, real estate, and mezzanine financing. These investments can never be redeemed by the funds. Instead, due to the nature of the investments in this category, distributions are received through the liquidation of the underlying assets of the funds. We estimate that the underlying assets will be liquidated over the next 2 to 10 years. As of December 31, 2016, our unfunded commitment for our private equity and other investments was \$31.8 million which, if called, would be funded by the assets of the trusts.

The change in our market-based funeral merchandise and service trust investments with significant unobservable inputs (Level 3) is as follows for the years ended December 31:

|   | 2016           | 2015    | 2014    |
|---|----------------|---------|---------|
|   | (In thousands) |         |         |
| Fair value, beginning balance at January 1  | \$4,756        | \$4,891 | \$801   |
| Net unrealized gains (losses) included in Accumulated other comprehensive income <sup>(1)</sup> | 478            | (167 )  | 876     |
| Purchases   | 89             | 32      | 3,214   |
| Sales   | (47 )          | —       | —       |
| Fair value, ending balance at December 31   | \$5,276        | \$4,756 | \$4,891 |

All unrealized gains recognized in Accumulated other comprehensive income for our funeral merchandise and service trust investments are attributable to our preneed customers and are offset by a corresponding reclassification in Accumulated other comprehensive income to Deferred preneed receipts held in trust. See Note 6 for further information related to our Deferred preneed receipts held in trust.

Maturity dates of our fixed income securities range from 2017 to 2041. Maturities of fixed income securities at December 31, 2016 are estimated as follows:

|                          | Fair Value     |
|--------------------------|----------------|
|                          | (In thousands) |
| Due in one year or less  | \$ 76,744      |
| Due in one to five years | 27,298         |
| Due in five to ten years | 31,374         |
| Thereafter               | 8,443          |
|                          | \$ 143,859     |

Earnings from all our funeral merchandise and service trust investments are recognized in funeral revenue when merchandise is delivered or a service is performed. Fees charged by our wholly-owned registered investment advisor are also included in current revenue in the period in which they are earned. In addition, we are entitled to retain, in certain jurisdictions, a portion of collected customer payments when a customer cancels a preneed contract; these amounts are also recognized in current revenue. Recognized earnings (realized and unrealized) related to our funeral merchandise and service trust investments were \$49.9 million, \$52.9 million, and \$62.8 million for the years ended December 31, 2016, 2015, and 2014, respectively.

We assess our trust investments for other-than-temporary declines in fair value on a quarterly basis. Impairment charges resulting from this assessment are recognized as investment losses in Other income (expense), net and a decrease to Preneed funeral receivables, net and trust investments. These investment losses, if any, are offset by the corresponding reclassification in Other (expense) income, net, which reduces Deferred preneed receipts held in trust. See Note 6 for further information related to our Deferred preneed receipts held in trust.

We have determined that the remaining unrealized losses in our funeral merchandise and service trust investments are considered temporary in nature, as the unrealized losses were due to temporary fluctuations in interest rates and equity prices. The investments are diversified across multiple industry segments using a balanced allocation strategy to minimize long-term risk. We believe that none of the securities are other-than-temporarily impaired based on our analysis of the investments. Our analysis included a review of the portfolio holdings and discussions with the individual money managers as to the sector exposures, credit ratings, and the severity and duration of the unrealized losses. Our funeral merchandise and service trust investment unrealized losses, their associated fair values, and the duration of unrealized losses for the years ended December 31, 2016 and 2015, are shown in the following tables.

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|                                       | December 31, 2016                       |                      |   |                      |                         |                      |
|---------------------------------------|---|----------------------|---|----------------------|-------------------------|----------------------|
|                                       | In Loss Position<br>Less Than 12 Months |                      | In Loss Position<br>Greater Than 12<br>Months |                      | Total                   |                      |
|                                       | Fair<br>Market<br>Value                 | Unrealized<br>Losses | Fair<br>Market<br>Value                       | Unrealized<br>Losses | Fair<br>Market<br>Value | Unrealized<br>Losses |
|                                       | (In thousands)                          |                      |   |                      |                         |                      |
| Fixed income securities:              |   |                      |   |                      |                         |                      |
| U.S. Treasury                         | \$25,996                                | \$(557 )             | \$—   | \$—                  | \$25,996                | \$(557 )             |
| Canadian government                   | 2,847                                   | (30 )                | 191   | (12 )                | 3,038                   | (42 )                |
| Corporate                             | 1,710                                   | (15 )                | 3,560   | (77 )                | 5,270                   | (92 )                |
| Asset-backed                          | —                                       | —                    | 55  | (3 )                 | 55                      | (3 )                 |
| Equity securities:                    |   |                      |   |                      |                         |                      |
| Preferred stock                       | 125                                     | (17 )                | 98  | (22 )                | 223                     | (39 )                |
| Common stock:                         |   |                      |   |                      |                         |                      |
| United States                         | 87,059                                  | (8,149 )             | 14,939  | (3,376 )             | 101,998                 | (11,525 )            |
| Canada                                | 2,832                                   | (254 )               | 482   | (9 )                 | 3,314                   | (263 )               |
| Other international                   | 5,390                                   | (1,301 )             | 7,368   | (1,866 )             | 12,758                  | (3,167 )             |
| Mutual funds:                         |   |                      |   |                      |                         |                      |
| Equity                                | 108,109                                 | (5,080 )             | 127,273                                       | (21,762 )            | 235,382                 | (26,842 )            |
| Fixed income                          | 34,120                                  | (817 )               | 31,654  | (6,551 )             | 65,774                  | (7,368 )             |
| Other                                 | 26                                      | (2 )                 | 1,160   | (15 )                | 1,186                   | (17 )                |
| Trust investments, at fair value      | 268,214                                 | (16,222 )            | 186,780                                       | (33,693 )            | 454,994                 | (49,915 )            |
| Fixed income commingled funds         | 75,041                                  | (687 )               | 17,656  | (480 )               | 92,697                  | (1,167 )             |
| Private equity                        | 693                                     | (481 )               | 22,812  | (4,709 )             | 23,505                  | (5,190 )             |
| Trust investments, at net asset value | 75,734                                  | (1,168 )             | 40,468  | (5,189 )             | 116,202                 | (6,357 )             |
| Total temporarily impaired securities | \$343,948                               | \$(17,390 )          | \$227,248                                     | \$(38,882 )          | \$571,196               | \$(56,272 )          |
|                                       | December 31, 2015                       |                      |   |                      |                         |                      |
|                                       | In Loss Position<br>Less Than 12 Months |                      | In Loss Position<br>Greater Than 12<br>Months |                      | Total                   |                      |
|                                       | Fair<br>Market<br>Value                 | Unrealized<br>Losses | Fair<br>Market<br>Value                       | Unrealized<br>Losses | Fair<br>Market<br>Value | Unrealized<br>Losses |
|                                       | (In thousands)                          |                      |   |                      |                         |                      |
| Fixed income securities:              |   |                      |   |                      |                         |                      |
| U.S. Treasury                         | \$36,113                                | \$(1,268 )           | \$141   | \$(2 )               | \$36,254                | \$(1,270 )           |
| Canadian government                   | 209                                     | (7 )                 | 971   | (48 )                | 1,180                   | (55 )                |
| Corporate                             | 4,618                                   | (156 )               | 3,880   | (128 )               | 8,498                   | (284 )               |
| Residential mortgage-backed           | 378                                     | (6 )                 | 132   | (16 )                | 510                     | (22 )                |
| Equity securities:                    |   |                      |   |                      |                         |                      |
| Preferred stock                       | 449                                     | (60 )                | 42  | (98 )                | 491                     | (158 )               |
| Common stock:                         |   |                      |   |                      |                         |                      |
| United States                         | 128,925                                 | (16,448 )            | 14,537  | (2,701 )             | 143,462                 | (19,149 )            |
| Canada                                | 1,941                                   | (355 )               | 1,051   | (722 )               | 2,992                   | (1,077 )             |
| Other international                   | 9,473                                   | (1,638 )             | 6,154   | (2,269 )             | 15,627                  | (3,907 )             |
| Mutual funds:                         |   |                      |   |                      |                         |                      |
| Equity                                | 186,016                                 | (23,385 )            | 79,892  | (20,590 )            | 265,908                 | (43,975 )            |
| Fixed income                          | 109,154                                 | (5,052 )             | 27,061  | (8,040 )             | 136,215                 | (13,092 )            |

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|                                       |           |             |           |             |           |             |
|---------------------------------------|-----------|-------------|-----------|-------------|-----------|-------------|
| Trust investments, at fair value      | 477,276   | (48,375 )   | 133,861   | (34,614 )   | 611,137   | (82,989 )   |
| Fixed income commingled funds         | 70,964    | (457 )      | 15,243    | (646 )      | 86,207    | (1,103 )    |
| Private equity                        | —         | —           | 18,714    | (6,467 )    | 18,714    | (6,467 )    |
| Trust investments, at net asset value | 70,964    | (457 )      | 33,957    | (7,113 )    | 104,921   | (7,570 )    |
| Total temporarily impaired securities | \$548,240 | \$(48,832 ) | \$167,818 | \$(41,727 ) | \$716,058 | \$(90,559 ) |

57

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## Deferred preneed funeral revenue

At December 31, 2016 and 2015, Deferred preneed funeral revenue, net of allowance for cancellation, represents future funeral revenue, including distributed trust investment earnings associated with unperformed trust-funded preneed funeral contracts that are not held in trust accounts. Deferred preneed funeral revenue is recognized in current funeral revenue when merchandise is delivered or the service is performed. Future funeral revenue and net trust investment earnings that are held in trust accounts are included in Deferred preneed receipts held in trust.

The following table summarizes the activity in Deferred preneed funeral revenue for the years ended December 31:

|  | 2016           | 2015       | 2014       |
|--|----------------|------------|------------|
|  | (In thousands) |            |            |
| Beginning balance — Deferred preneed funeral revenue | \$557,897      | \$540,164  | \$551,948  |
| Net preneed contract sales                           | 251,134        | 232,628    | 198,195    |
| Acquisitions (divestitures) of businesses, net       | 2,170          | (2,895 )   | (21,639 )  |
| Net investment earnings (losses) <sup>(1)</sup>      | 66,656         | (37,208 )  | 24,256     |
| Recognized deferred preneed revenue                  | (277,248 )     | (276,359 ) | (258,534 ) |
| Change in cancellation allowance                     | 8,411          | 11,675     | 21,272     |
| Change in deferred preneed receipts held in trust    | (28,506 )      | 90,351     | 26,131     |
| Effect of foreign currency and other                 | 766            | (459 )     | (1,465 )   |
| Ending balance — Deferred preneed funeral revenue    | \$581,280      | \$557,897  | \$540,164  |

(1) Includes both realized and unrealized investment earnings.

## Insurance-funded preneed contracts

Not included in our Consolidated Balance Sheet are insurance-funded preneed contracts that will be funded by life insurance or annuity contracts issued by third party insurers. Where permitted by state or provincial law, customers may arrange their preneed contract by purchasing a life insurance or annuity policy from third-party insurance companies, for which we earn a commission as general sales agent for the insurance company. These general agency commissions (GA revenue) are based on a percentage per contract sold and are recognized as funeral revenue when the insurance purchase transaction between the customer and third-party insurance provider is completed. GA revenue recognized in 2016, 2015, and 2014 was \$135.8 million, \$137.0 million, and \$123.0 million, respectively. Direct selling costs incurred pursuant to the sale of insurance-funded preneed contracts are expensed as incurred. The policy amount of the insurance contract between the customer and the third-party insurance company generally equals the amount of the preneed contract. We do not reflect the unfulfilled insurance-funded preneed contract amounts in our Consolidated Balance Sheet. The proceeds of the life insurance policies or annuity contracts will be reflected in funeral revenue as we perform these funerals.

## 4. Preneed Cemetery Activities

## Preneed cemetery receivables, net and trust investments

Preneed cemetery receivables, net and trust investments represent trust investments, including investment earnings, and customer receivables, net of unearned finance charges, for contracts sold in advance of when the property interment rights, merchandise, or services are needed. Our cemetery merchandise and service trusts are variable interest entities. We have determined that we are the primary beneficiary of these trusts, as we absorb a majority of the losses and returns associated with these trusts. When we receive payments from the customer, we deposit the amount required by law into the trust and reclassify the corresponding amount from Deferred preneed cemetery revenue into Deferred preneed receipts held in trust. Amounts are withdrawn from the trusts when the contract obligations are performed. Cash flows from preneed cemetery contracts are presented as operating cash flows in our Consolidated Statement of Cash Flows.

Preneed cemetery receivables, net and trust investments are reduced by the trust investment earnings (realized and unrealized) that we have been allowed to withdraw in certain states prior to maturity. These earnings are recorded in Deferred preneed cemetery revenue until the merchandise is delivered or the service is performed.

The table below sets forth certain investment-related activities associated with our preneed cemetery merchandise and service trusts for the years ended December 31:

|   | 2016       | 2015              | 2014         |
|---|------------|-------------------|--------------|
|   |            | (In<br>thousands) |              |
| Deposits  | \$ 158,114 | \$ 153,252        | \$ 129,581   |
| Withdrawals   | \$ 144,308 | \$ 163,732        | \$ 150,064   |
| Purchases of available-for-sale securities <sup>(1)</sup> | \$ 656,452 | \$ 625,648        | \$ 1,786,800 |
| Sales of available-for-sale securities <sup>(1)</sup>     | \$ 631,440 | \$ 628,484        | \$ 1,842,417 |

(1) The higher level of activity in 2014 was the result of changing the legal structure of the trust investments.

The components of Preneed cemetery receivables, net and trust investments in the Consolidated Balance Sheet at December 31 were as follows:

|   | 2016           | 2015         |
|---|----------------|--------------|
|   | (In thousands) |              |
| Trust investments, at market                            | \$ 1,435,083   | \$ 1,343,916 |
| Cash and cash equivalents                               | 123,146        | 118,583      |
| Trust investments                                       | 1,558,229      | 1,462,499    |
| Receivables from customers                              | 1,038,592      | 958,503      |
| Unearned finance charges                                | (33,427 )      | (31,332 )    |
|   | 2,563,394      | 2,389,670    |
| Allowance for cancellation                              | (75,674 )      | (71,503 )    |
| Preneed cemetery receivables, net and trust investments | \$ 2,487,720   | \$ 2,318,167 |

The activity in Preneed cemetery receivables, net and trust investments for the years ended December 31 was as follows:

|  | 2016         | 2015              | 2014         |
|--|--------------|-------------------|--------------|
|  |              | (In<br>thousands) |              |
| Beginning balance — Preneed cemetery receivables and trust investments | \$ 2,318,167 | \$ 2,306,669      | \$ 2,292,348 |
| Net preneed contract sales   | 862,298      | 799,497           | 688,336      |
| Cash receipts from customers, net of refunds                           | (784,267 )   | (716,686 )        | (615,489 )   |
| Deposits to trust  | 158,114      | 153,252           | 129,581      |
| (Divestitures) acquisitions of businesses, net                         | (2,083 )     | 4,404             | (10,898 )    |
| Net undistributed investment earnings (losses) <sup>(1)</sup>          | 79,557       | (42,189 )         | (18,038 )    |
| Maturities, deliveries, and associated earnings                        | (144,308 )   | (163,732 )        | (150,064 )   |
| Change in cancellation allowance                                       | (1,966 )     | (2,046 )          | 843          |
| Effect of foreign currency and other                                   | 2,208        | (21,002 )         | (9,950 )     |
| Ending balance — Preneed cemetery receivables and trust investments    | \$ 2,487,720 | \$ 2,318,167      | \$ 2,306,669 |

(1) Includes both realized and unrealized investment earnings.

The cost and market values associated with our cemetery merchandise and service trust investments recorded at fair value at December 31, 2016 and 2015 are detailed below. Cost reflects the investment (net of redemptions) of control holders in the trusts. Fair value represents the value of the underlying securities held by the trusts.

December 31, 2016

|                                       | Fair Value Hierarchy Level | Cost        | Unrealized Gains | Unrealized Losses | Fair Value  |
|---------------------------------------|----------------------------|-------------|------------------|-------------------|-------------|
| (In thousands)                        |                            |             |                  |                   |             |
| Fixed income securities:              |                            |             |                  |                   |             |
| U.S. Treasury                         | 2                          | \$70,070    | \$567            | \$(281)           | \$70,356    |
| Canadian government                   | 2                          | 9,109       | 49               | (66)              | 9,092       |
| Corporate                             | 2                          | 1,596       | 18               | (34)              | 1,580       |
| Asset-backed                          | 2                          | 170         | 13               | —                 | 183         |
| Equity securities:                    |                            |             |                  |                   |             |
| Common stock:                         |                            |             |                  |                   |             |
| United States                         | 1                          | 539,445     | 72,682           | (21,680)          | 590,447     |
| Canada                                | 1                          | 9,027       | 4,807            | (84)              | 13,750      |
| Other international                   | 1                          | 42,870      | 3,023            | (5,229)           | 40,664      |
| Mutual funds:                         |                            |             |                  |                   |             |
| Equity                                | 1                          | 356,079     | 7,812            | (29,603)          | 334,288     |
| Fixed income                          | 1                          | 94,383      | 1,535            | (9,854)           | 86,064      |
| Trust investments, at fair value      |                            | 1,122,749   | 90,506           | (66,831)          | 1,146,424   |
| Fixed income commingled funds         |                            | 245,813     | 5,347            | (1,681)           | 249,479     |
| Private equity                        |                            | 37,881      | 4,616            | (3,317)           | 39,180      |
| Trust investments, at net asset value |                            | 283,694     | 9,963            | (4,998)           | 288,659     |
| Trust investments, at market          |                            | \$1,406,443 | \$100,469        | \$(71,829)        | \$1,435,083 |

December 31, 2015

|                                       | Fair Value Hierarchy Level | Cost        | Unrealized Gains | Unrealized Losses | Fair Value  |
|---------------------------------------|----------------------------|-------------|------------------|-------------------|-------------|
| (In thousands)                        |                            |             |                  |                   |             |
| Fixed income securities:              |                            |             |                  |                   |             |
| U.S. Treasury                         | 2                          | \$69,727    | \$25             | \$(1,437)         | \$68,315    |
| Canadian government                   | 2                          | 9,725       | 183              | (99)              | 9,809       |
| Corporate                             | 2                          | 5,115       | 26               | (118)             | 5,023       |
| Residential mortgage-backed           | 2                          | 129         | 3                | (3)               | 129         |
| Asset-backed                          | 2                          | 170         | 15               | —                 | 185         |
| Equity securities:                    |                            |             |                  |                   |             |
| Common stock:                         |                            |             |                  |                   |             |
| United States                         | 1                          | 531,885     | 44,181           | (32,037)          | 544,029     |
| Canada                                | 1                          | 8,992       | 3,858            | (891)             | 11,959      |
| Other international                   | 1                          | 50,041      | 4,207            | (5,799)           | 48,449      |
| Mutual funds:                         |                            |             |                  |                   |             |
| Equity                                | 1                          | 356,712     | 1,620            | (49,642)          | 308,690     |
| Fixed income                          | 1                          | 203,932     | 92               | (18,527)          | 185,497     |
| Other                                 | 3                          | 1,382       | 122              | —                 | 1,504       |
| Trust investments, at fair value      |                            | 1,237,810   | 54,332           | (108,553)         | 1,183,589   |
| Fixed income commingled funds         |                            | 124,103     | —                | (639)             | 123,464     |
| Private equity                        |                            | 35,411      | 5,954            | (4,502)           | 36,863      |
| Trust investments, at net asset value |                            | 159,514     | 5,954            | (5,141)           | 160,327     |
| Trust investments, at market          |                            | \$1,397,324 | \$60,286         | \$(113,694)       | \$1,343,916 |

Valuation policies and procedures are determined by our Trust Services department, which reports to our Chief Financial Officer. Additionally, valuations are reviewed quarterly by the Investment Committee of the Board of Directors.

Where quoted prices are available in an active market, securities held by the trusts are classified as Level 1 investments pursuant to the fair value measurements hierarchy.

Where quoted market prices are not available for the specific security, fair values are estimated by using either quoted prices of securities with similar characteristics or an income approach fair value model with observable inputs that include a combination of interest rates, yield curves, credit risks, prepayment speeds, ratings, and tax-exempt status.

These securities are classified as Level 2 investments pursuant to the fair value measurements hierarchy.

The valuation of other investments requires management judgment due to the absence of quoted market prices, inherent lack of liquidity, and the long-term nature of such assets. These securities are classified as Level 3 investments pursuant to the fair value measurements hierarchy.

Fixed income commingled funds and private equity investments are measured at net asset value. Fixed income commingled funds are redeemable for net asset value with two weeks' notice. Our private equity investments include several funds that invest in limited partnerships, distressed debt, real estate, and mezzanine financing. These investments can never be redeemed by the funds. Instead, due to the nature of the investments in this category, distributions are received through the liquidation of the underlying assets of the funds. We estimate that the underlying assets will be liquidated over the next 2 to 10 years. As of December 31, 2016, our unfunded commitment for our private equity and other investments was \$32.7 million which, if called, would be funded by the assets of the trusts.

The change in our market-based cemetery merchandise and service trust investments with significant unobservable inputs (Level 3) is as follows for the years ended December 31:

|   | 2016           | 2015    | 2014  |
|---|----------------|---------|-------|
|   | (In thousands) |         |       |
| Fair value, beginning balance at January 1  | \$1,504        | \$203   | \$—   |
| Net unrealized (losses) gains included in Accumulated other comprehensive income <sup>(1)</sup> | —              | (27)    | 7     |
| Net realized losses included in Other (expense) income, net <sup>(2)</sup>                      | (212)          | —       | —     |
| Purchases   | —              | 1,328   | 196   |
| Sales   | (1,292)        | —       | —     |
| Fair value, ending balance at December 31   | \$—            | \$1,504 | \$203 |

All unrealized gains recognized in Accumulated other comprehensive income for our cemetery merchandise and service trust investments are attributable to our preneed customers and are offset by a corresponding reclassification in Accumulated other comprehensive income to Deferred preneed receipts held in trust. See Note 6 for further information related to our Deferred preneed receipts held in trust.

All losses recognized in Other (expense) income, net for our cemetery merchandise and service trust investments are attributable to our preneed customers and are offset by a corresponding reclassification in Other (expense) income, net to Deferred preneed receipts held in trust. See Note 6 for further information related to our Deferred preneed receipts held in trust.

Maturity dates of our fixed income securities range from 2017 to 2041. Maturities of fixed income securities (excluding mutual funds) at December 31, 2016 are estimated as follows:

|                          | Fair Value<br>(In<br>thousands) |
|--------------------------|---------------------------------|
| Due in one year or less  | \$ 7,154                        |
| Due in one to five years | 26,237                          |
| Due in five to ten years | 34,244                          |
| Thereafter               | 13,576                          |
|                          | \$ 81,211                       |

Earnings from all our cemetery merchandise and service trust investments are recognized in cemetery revenue when merchandise is delivered or a service is performed. Fees charged by our wholly-owned registered investment advisor are also included in current revenue in the period in which they are earned. In addition, we are entitled to retain, in certain jurisdictions, a portion of collected customer payments when a customer cancels a preneed contract; these amounts are also recognized in current revenue. Recognized earnings (realized and unrealized) related to our cemetery merchandise and service trust investments were \$44.5 million, \$45.5 million, and \$48.2 million for the years ended December 31, 2016, 2015, and 2014, respectively.

We assess our trust investments for other-than-temporary declines in fair value on a quarterly basis. Impairment charges resulting from this assessment are recognized as investment losses in Other (expense) income, net and a decrease to Preneed cemetery receivables, net and trust investments. These investment losses, if any, are offset by the corresponding reclassification in Other (expense) income, net, which reduces Deferred preneed receipts held in trust. See Note 6 for further information related to our Deferred preneed receipts held in trust.

We have determined that the remaining unrealized losses in our cemetery merchandise and service trust investments are considered temporary in nature, as the unrealized losses were due to temporary fluctuations in interest rates and equity prices. The investments are diversified across multiple industry segments using a balanced allocation strategy to minimize long-term risk. We believe that none of the securities are other-than-temporarily impaired based on our analysis of the investments. Our analysis included a review of the portfolio holdings and discussions with the individual money managers as to the sector exposures, credit ratings, and the severity and duration of the unrealized losses. Our cemetery merchandise and service trust investment unrealized losses, their associated fair values, and the duration of unrealized losses for the years ended December 31, 2016 and 2015, are shown in the following tables:



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|                                       | December 31, 2016                       |                      |   |                      |               |                      |
|---------------------------------------|---|----------------------|---|----------------------|---------------|----------------------|
|                                       | In Loss Position<br>Less Than 12 Months |                      | In Loss Position<br>Greater Than 12<br>Months |                      | Total         |                      |
|                                       | Fair<br>Value                           | Unrealized<br>Losses | Fair<br>Value                                 | Unrealized<br>Losses | Fair<br>Value | Unrealized<br>Losses |
|                                       | (In thousands)                          |                      |   |                      |               |                      |
| Fixed income securities:              |   |                      |   |                      |               |                      |
| U.S. Treasury                         | \$15,413                                | \$(281)              | \$—   | \$—                  | \$15,413      | \$(281)              |
| Canadian government                   | —                                       | —                    | 1,192   | (66)                 | 1,192         | (66)                 |
| Corporate                             | —                                       | —                    | 736   | (34)                 | 736           | (34)                 |
| Equity securities:                    |   |                      |   |                      |               |                      |
| Common stock:                         |   |                      |   |                      |               |                      |
| United States                         | 149,530                                 | (13,680)             | 23,010  | (8,000)              | 172,540       | (21,680)             |
| Canada                                | 408                                     | (82)                 | 38  | (2)                  | 446           | (84)                 |
| Other international                   | 9,707                                   | (2,330)              | 11,442  | (2,899)              | 21,149        | (5,229)              |
| Mutual funds:                         |   |                      |   |                      |               |                      |
| Equity                                | 125,728                                 | (4,728)              | 146,332                                       | (24,875)             | 272,060       | (29,603)             |
| Fixed income                          | 26,566                                  | (446)                | 45,337  | (9,408)              | 71,903        | (9,854)              |
| Trust investments, at fair value      | 327,352                                 | (21,547)             | 228,087                                       | (45,284)             | 555,439       | (66,831)             |
| Fixed income commingled funds         | 133,164                                 | (1,681)              | —   | —                    | 133,164       | (1,681)              |
| Private equity                        | 558                                     | (1)                  | 16,769  | (3,316)              | 17,327        | (3,317)              |
| Trust investments, at net asset value | 133,722                                 | (1,682)              | 16,769  | (3,316)              | 150,491       | (4,998)              |
| Total temporarily impaired securities | \$461,074                               | \$(23,229)           | \$244,856                                     | \$(48,600)           | \$705,930     | \$(71,829)           |
|                                       | December 31, 2015                       |                      |   |                      |               |                      |
|                                       | In Loss Position<br>Less Than 12 Months |                      | In Loss Position<br>Greater Than 12<br>Months |                      | Total         |                      |
|                                       | Fair<br>Value                           | Unrealized<br>Losses | Fair<br>Value                                 | Unrealized<br>Losses | Fair<br>Value | Unrealized<br>Losses |
|                                       | (In thousands)                          |                      |   |                      |               |                      |
| Fixed income securities:              |   |                      |   |                      |               |                      |
| U.S. Treasury                         | \$52,509                                | \$(1,435)            | \$21  | \$(2)                | \$52,530      | \$(1,437)            |
| Canadian government                   | 1,190                                   | (34)                 | 841   | (65)                 | 2,031         | (99)                 |
| Corporate                             | 1,764                                   | (22)                 | 2,347   | (96)                 | 4,111         | (118)                |
| Residential mortgage-backed           | 42                                      | (1)                  | 18  | (2)                  | 60            | (3)                  |
| Equity securities:                    |   |                      |   |                      |               |                      |
| Common stock:                         |   |                      |   |                      |               |                      |
| United States                         | 198,755                                 | (26,038)             | 21,355  | (5,999)              | 220,110       | (32,037)             |
| Canada                                | 473                                     | (6)                  | 1,430   | (885)                | 1,903         | (891)                |
| Other international                   | 15,560                                  | (2,507)              | 9,412   | (3,292)              | 24,972        | (5,799)              |
| Mutual funds:                         |   |                      |   |                      |               |                      |
| Equity                                | 207,253                                 | (25,991)             | 86,720  | (23,651)             | 293,973       | (49,642)             |
| Fixed income                          | 139,684                                 | (6,323)              | 44,550  | (12,204)             | 184,234       | (18,527)             |
| Trust investments, at fair value      | 617,230                                 | (62,357)             | 166,694                                       | (46,196)             | 783,924       | (108,553)            |
| Fixed income commingled funds         | 123,464                                 | (639)                | —   | —                    | 123,464       | (639)                |
| Private equity                        | —                                       | —                    | 9,526   | (4,502)              | 9,526         | (4,502)              |
| Trust investments, at net asset value | 123,464                                 | (639)                | 9,526   | (4,502)              | 132,990       | (5,141)              |
| Total temporarily impaired securities | \$740,694                               | \$(62,996)           | \$176,220                                     | \$(50,698)           | \$916,914     | \$(113,694)          |





## Deferred preneed cemetery revenue

At December 31, 2016 and 2015, Deferred preneed cemetery revenue, net of allowance for cancellation, represents future cemetery revenue, including distributed trust investment earnings associated with unperformed trust-funded preneed cemetery contracts that are not held in trust accounts. Deferred preneed cemetery revenue is recognized in current cemetery revenue when merchandise is delivered or the service is performed. Future cemetery revenue and net trust investment earnings that are held in trust accounts are included in Deferred preneed receipts held in trust.

The following table summarizes the activity in Deferred preneed cemetery revenue for the years ended December 31:

|   | 2016           | 2015        | 2014        |
|---|----------------|-------------|-------------|
|   | (In thousands) |             |             |
| Beginning balance — Deferred preneed cemetery revenue | \$1,120,001    | \$1,062,381 | \$1,016,275 |
| Net preneed and atneed deferred sales                 | 596,714        | 561,899     | 531,768     |
| (Divestitures) acquisitions of businesses, net        | (1,977 )       | 2,357       | (25,071 )   |
| Net investment earnings (losses) <sup>(1)</sup>       | 79,447         | (42,806 )   | (22,378 )   |
| Recognized deferred preneed and atneed revenue        | (546,071 )     | (504,064 )  | (493,739 )  |
| Change in cancellation allowance                      | (3,015 )       | (8,048 )    | 3,833       |
| Change in deferred preneed receipts held in trust     | (96,417 )      | 52,050      | 55,636      |
| Effect of foreign currency and other                  | 1,455          | (3,768 )    | (3,943 )    |
| Ending balance — Deferred preneed cemetery revenue    | \$1,150,137    | \$1,120,001 | \$1,062,381 |

(1) Includes both realized and unrealized investment earnings (losses).

## 5. Cemetery Perpetual Care Trusts

We are required by state and provincial law to pay into cemetery perpetual care trusts a portion of the proceeds from the sale of cemetery property interment rights. Our cemetery perpetual care trusts are variable interest entities. We have determined that we are the primary beneficiary of these trusts, as we absorb a majority of the losses and returns associated with these trusts. We consolidate our cemetery perpetual care trust investments with a corresponding amount recorded as Care trusts' corpus. Cash flows from cemetery perpetual care contracts are presented as operating cash flows in our Consolidated Statement of Cash Flows.

The table below sets forth certain investment-related activities associated with our cemetery perpetual care trusts for the years ended December 31:

|   | 2016           | 2015      | 2014        |
|---|----------------|-----------|-------------|
|   | (In thousands) |           |             |
| Deposits  | \$41,450       | \$38,883  | \$42,220    |
| Withdrawals   | \$48,522       | \$40,447  | \$46,981    |
| Purchases of available-for-sale securities <sup>(1)</sup> | \$428,635      | \$247,658 | \$1,306,314 |
| Sales of available-for-sale securities <sup>(1)</sup>     | \$374,329      | \$175,057 | \$1,396,669 |

(1) The higher level of activity in 2014 was the result of changing the legal structure of the trust investments.

The components of Cemetery perpetual care trust investments in our Consolidated Balance Sheet at December 31 were as follows:

|   | 2016           | 2015        |
|---|----------------|-------------|
|   | (In thousands) |             |
| Trust investments, at market              | \$1,349,073    | \$1,232,592 |
| Cash and cash equivalents                 | 58,392         | 86,835      |
| Cemetery perpetual care trust investments | \$1,407,465    | \$1,319,427 |

The cost and market values associated with our cemetery perpetual care trust investments recorded at fair value at December 31, 2016 and 2015 are detailed below. Cost reflects the investment (net of redemptions) of control holders in the trusts. Fair value represents the value of the underlying securities or cash held by the trusts.

December 31, 2016

|                                       | Fair Value Hierarchy Level | Cost        | Unrealized Gains | Unrealized Losses | Fair Value  |
|---------------------------------------|----------------------------|-------------|------------------|-------------------|-------------|
|                                       |                            |             | (In thousands)   |                   |             |
| Fixed income securities:              |                            |             |                  |                   |             |
| Canadian government                   | 2                          | \$14,280    | \$88             | \$(114)           | \$14,254    |
| Corporate                             | 2                          | 4,636       | 100              | (101)             | 4,635       |
| Residential mortgage-backed           | 2                          | 304         | —                | (1)               | 303         |
| Asset-backed                          | 2                          | 220         | 3                | (28)              | 195         |
| Equity securities:                    |                            |             |                  |                   |             |
| Preferred stock                       | 2                          | 1,479       | 2                | (117)             | 1,364       |
| Common stock:                         |                            |             |                  |                   |             |
| United States                         | 1                          | 233,643     | 28,679           | (2,337)           | 259,985     |
| Canada                                | 1                          | 4,828       | 2,631            | (108)             | 7,351       |
| Other international                   | 1                          | 14,607      | 148              | (2,236)           | 12,519      |
| Mutual funds:                         |                            |             |                  |                   |             |
| Equity                                | 1                          | 18,909      | 4,370            | (412)             | 22,867      |
| Fixed income                          | 1                          | 688,472     | 3,324            | (28,997)          | 662,799     |
| Other                                 | 3                          | 633         | 1,254            | —                 | 1,887       |
| Trust investments, at fair value      |                            | 982,011     | 40,599           | (34,451)          | 988,159     |
| Fixed income commingled funds         |                            | 277,662     | —                | (9,386)           | 268,276     |
| Private equity                        |                            | 97,108      | 2,240            | (6,710)           | 92,638      |
| Trust investments, at net asset value |                            | 374,770     | 2,240            | (16,096)          | 360,914     |
| Trust investments, at market          |                            | \$1,356,781 | \$42,839         | \$(50,547)        | \$1,349,073 |

December 31, 2015

|                                       | Fair Value Hierarchy Level | Cost         | Unrealized Gains | Unrealized Losses | Fair Value   |
|---------------------------------------|----------------------------|--------------|------------------|-------------------|--------------|
| (In thousands)                        |                            |              |                  |                   |              |
| Fixed income securities:              |                            |              |                  |                   |              |
| U.S. Treasury                         | 2                          | \$ 650       | \$ 20            | \$(7)             | \$ 663       |
| Canadian government                   | 2                          | 15,412       | 321              | (162)             | 15,571       |
| Corporate                             | 2                          | 12,490       | 149              | (284)             | 12,355       |
| Residential mortgage-backed           | 2                          | 934          | 13               | (9)               | 938          |
| Asset-backed                          | 2                          | 660          | 5                | (31)              | 634          |
| Equity securities:                    |                            |              |                  |                   |              |
| Preferred stock                       | 2                          | 5,850        | 55               | (159)             | 5,746        |
| Common stock:                         |                            |              |                  |                   |              |
| United States                         | 1                          | 230,854      | 15,224           | (10,898)          | 235,180      |
| Canada                                | 1                          | 5,460        | 2,112            | (606)             | 6,966        |
| Other international                   | 1                          | 14,793       | 160              | (2,390)           | 12,563       |
| Mutual funds:                         |                            |              |                  |                   |              |
| Equity                                | 1                          | 21,783       | 3,138            | (1,850)           | 23,071       |
| Fixed income                          | 1                          | 890,025      | 530              | (63,913)          | 826,642      |
| Other                                 | 3                          | 645          | 1,257            | —                 | 1,902        |
| Trust investments, at fair value      |                            | 1,199,556    | 22,984           | (80,309)          | 1,142,231    |
| Fixed income commingled funds         |                            | 20,616       | —                | (178)             | 20,438       |
| Private equity                        |                            | 75,613       | 2,406            | (8,096)           | 69,923       |
| Trust investments, at net asset value |                            | 96,229       | 2,406            | (8,274)           | 90,361       |
| Trust investments, at market          |                            | \$ 1,295,785 | \$ 25,390        | \$(88,583)        | \$ 1,232,592 |

Valuation policies and procedures are determined by our Trust Services department, which reports to our Chief Financial Officer. Additionally, valuations are reviewed quarterly by the Investment Committee of the Board of Directors.

Where quoted prices are available in an active market, securities held by the trusts are classified as Level 1 investments pursuant to the fair value measurements hierarchy.

Where quoted market prices are not available for the specific security, fair values are estimated by using either quoted prices of securities with similar characteristics or an income approach fair value model with observable inputs that include a combination of interest rates, yield curves, credit risks, prepayment speeds, ratings, and tax-exempt status. These securities are classified as Level 2 investments pursuant to the fair value measurements hierarchy.

The valuation of other investments requires management judgment due to the absence of quoted market prices, inherent lack of liquidity, and the long-term nature of such assets. These securities are classified as Level 3 investments pursuant to the fair value measurements hierarchy.

Fixed income commingled funds and private equity investments are measured at net asset value. Fixed income commingled funds are redeemable for net asset value with two weeks' notice. Our private equity investments include several funds that invest in limited partnerships, distressed debt, real estate, and mezzanine financing. These investments can never be redeemed by the funds. Instead, due to the nature of the investments in this category, distributions are received through the liquidation of the underlying assets of the funds. We estimate that the underlying assets will be liquidated over the next 2 to 10 years. As of December 31, 2016, our unfunded commitment for our private equity and other investments was \$31.0 million which, if called, would be funded by the assets of the trusts.

The change in our market-based cemetery perpetual care trust investments with significant unobservable inputs (Level 3) is as follows for the years ended December 31 :

|   | 2016           | 2015    | 2014    |
|---|----------------|---------|---------|
|   | (In thousands) |         |         |
| Fair value, beginning balance at January 1  | \$1,902        | \$1,556 | \$1,599 |
| Net unrealized (losses) gains included in Accumulated other comprehensive income <sup>(1)</sup> | (15 )          | 346     | (26 )   |
| Sales   | —              | —       | (17 )   |
| Fair value, ending balance at December 31   | \$1,887        | \$1,902 | \$1,556 |

All unrealized (losses) gains recognized in Accumulated other comprehensive income for our cemetery perpetual (1) care trust investments are offset by a corresponding reclassification in Accumulated other comprehensive income to Care trusts' corpus. See Note 6 for further information related to our Care trusts' corpus.

Maturity dates of our fixed income securities range from 2017 to 2040. Maturities of fixed income securities at December 31, 2016 are estimated as follows:

|                          | Fair Value     |
|--------------------------|----------------|
|                          | (In thousands) |
| Due in one year or less  | \$ 1,834       |
| Due in one to five years | 17,283         |
| Due in five to ten years | 69             |
| Thereafter               | 201            |
|                          | \$ 19,387      |

Distributable earnings from these cemetery perpetual care trust investments are recognized in current cemetery revenue to the extent we incur qualifying cemetery maintenance costs. Fees charged by our wholly-owned registered investment advisor are also included in current revenue in the period in which they are earned. Recognized earnings related to these cemetery perpetual care trust investments were \$67.6 million, \$59.6 million, and \$72.4 million for the years ended December 31, 2016, 2015, and 2014, respectively.

We assess our trust investments for other-than-temporary declines in fair value on a quarterly basis. Impairment charges resulting from this assessment are recognized as investment losses in Other (expense) income, net and a decrease to Cemetery perpetual care trust investments. These investment losses, if any, are offset by the corresponding reclassification in Other (expense) income, net, which reduces Care trusts' corpus. See Note 6 for further information related to our Care trusts' corpus.

We have determined that the remaining unrealized losses in our cemetery perpetual care trust investments are considered temporary in nature, as the unrealized losses were due to temporary fluctuations in interest rates and equity prices. The investments are diversified across multiple industry segments using a balanced allocation strategy to minimize long-term risk. We believe that none of the securities are other-than-temporarily impaired based on our analysis of the investments. Our analysis included a review of the portfolio holdings, and discussions with the individual money managers as to the sector exposures, credit ratings, and the severity and duration of the unrealized losses. Our cemetery perpetual care trust investment unrealized losses, their associated fair values, and the duration of unrealized losses for the years ended December 31, 2016 and 2015, are shown in the following table:

|                                       | December 31, 2016                       |                      |   |                      |                         |                      |
|---------------------------------------|---|----------------------|---|----------------------|-------------------------|----------------------|
|                                       | In Loss Position<br>Less Than 12 Months |                      | In Loss Position<br>Greater Than 12<br>Months |                      | Total                   |                      |
|                                       | Fair<br>Market<br>Value                 | Unrealized<br>Losses | Fair<br>Market<br>Value                       | Unrealized<br>Losses | Fair<br>Market<br>Value | Unrealized<br>Losses |
|                                       | (In thousands)                          |                      |   |                      |                         |                      |
| Fixed income securities:              |   |                      |   |                      |                         |                      |
| Canadian government                   | \$66                                    | \$(1 )               | \$1,961                                       | \$(113 )             | \$2,027                 | \$(114 )             |
| Corporate                             | 397                                     | (7 )                 | 1,866   | (94 )                | 2,263                   | (101 )               |
| Residential mortgage-backed           | 303                                     | (1 )                 | —   | —                    | 303                     | (1 )                 |
| Asset-backed                          | 28                                      | (22 )                | 101   | (6 )                 | 129                     | (28 )                |
| Equity securities:                    |   |                      |   |                      |                         |                      |
| Preferred stock                       | 846                                     | (36 )                | 417   | (81 )                | 1,263                   | (117 )               |
| Common stock:                         |   |                      |   |                      |                         |                      |
| United States                         | 34,844                                  | (1,339 )             | 12,974  | (998 )               | 47,818                  | (2,337 )             |
| Canada                                | 78                                      | (47 )                | 558   | (61 )                | 636                     | (108 )               |
| Other international                   | 4,177                                   | (508 )               | 5,715   | (1,728 )             | 9,892                   | (2,236 )             |
| Mutual funds:                         |   |                      |   |                      |                         |                      |
| Equity                                | 877                                     | (17 )                | 2,899   | (395 )               | 3,776                   | (412 )               |
| Fixed income                          | 263,231                                 | (4,678 )             | 348,623                                       | (24,319 )            | 611,854                 | (28,997 )            |
| Trust investments, at fair value      | 304,847                                 | (6,656 )             | 375,114                                       | (27,795 )            | 679,961                 | (34,451 )            |
| Fixed income commingled funds         | 265,345                                 | (9,346 )             | 2,931   | (40 )                | 268,276                 | (9,386 )             |
| Private equity                        | 21,426                                  | (268 )               | 33,519  | (6,442 )             | 54,945                  | (6,710 )             |
| Trust investments, at net asset value | 286,771                                 | (9,614 )             | 36,450  | (6,482 )             | 323,221                 | (16,096 )            |
| Total temporarily impaired securities | \$591,618                               | \$(16,270 )          | \$411,564                                     | \$(34,277 )          | \$1,003,182             | \$(50,547 )          |

|                                       | December 31, 2015                       |                      |   |                      |                         |                      |
|---------------------------------------|---|----------------------|---|----------------------|-------------------------|----------------------|
|                                       | In Loss Position<br>Less Than 12 Months |                      | In Loss Position<br>Greater Than 12<br>Months |                      | Total                   |                      |
|                                       | Fair<br>Market<br>Value                 | Unrealized<br>Losses | Fair<br>Market<br>Value                       | Unrealized<br>Losses | Fair<br>Market<br>Value | Unrealized<br>Losses |
|                                       | (In thousands)                          |                      |   |                      |                         |                      |
| Fixed income securities:              |   |                      |   |                      |                         |                      |
| U.S. Treasury                         | \$364                                   | \$(6)                | \$35  | \$(1)                | \$399                   | \$(7)                |
| Canadian government                   | 1,569                                   | (60)                 | 1,371   | (102)                | 2,940                   | (162)                |
| Corporate                             | 4,693                                   | (134)                | 4,147   | (150)                | 8,840                   | (284)                |
| Residential mortgage-backed           | 303                                     | (3)                  | 117   | (6)                  | 420                     | (9)                  |
| Asset-backed                          | 146                                     | (12)                 | 360   | (19)                 | 506                     | (31)                 |
| Equity securities:                    |   |                      |   |                      |                         |                      |
| Preferred stock                       | 4,029                                   | (159)                | —   | —                    | 4,029                   | (159)                |
| Common stock:                         |   |                      |   |                      |                         |                      |
| United States                         | 81,564                                  | (7,793)              | 14,900  | (3,105)              | 96,464                  | (10,898)             |
| Canada                                | 622                                     | (31)                 | 1,026   | (575)                | 1,648                   | (606)                |
| Other international                   | 8,735                                   | (941)                | 2,347   | (1,449)              | 11,082                  | (2,390)              |
| Mutual funds:                         |   |                      |   |                      |                         |                      |
| Equity                                | 4,580                                   | (606)                | 1,258   | (1,244)              | 5,838                   | (1,850)              |
| Fixed income                          | 519,993                                 | (18,205)             | 294,309                                       | (45,708)             | 814,302                 | (63,913)             |
| Trust investments, at fair value      | 626,598                                 | (27,950)             | 319,870                                       | (52,359)             | 946,468                 | (80,309)             |
| Fixed income commingled funds         | 20,438                                  | (178)                | —   | —                    | 20,438                  | (178)                |
| Private equity                        | 13,139                                  | (75)                 | 30,438  | (8,021)              | 43,577                  | (8,096)              |
| Trust investments, at net asset value | 33,577                                  | (253)                | 30,438  | (8,021)              | 64,015                  | (8,274)              |
| Total temporarily impaired securities | \$660,175                               | \$(28,203)           | \$350,308                                     | \$(60,380)           | \$1,010,483             | \$(88,583)           |

#### 6. Deferred Preneed Receipts Held in Trust and Care Trusts' Corpus

##### Deferred preneed receipts held in trust

We consolidate the merchandise and service trusts associated with our preneed funeral and cemetery activities as we are the primary beneficiary of the trusts. Although we consolidate the merchandise and service trusts, it does not change the legal relationships among the trusts, us, or our customers. The customers are the legal beneficiaries of these merchandise and service trusts; therefore, their interests in these trusts represent a liability to us.

The components of Deferred preneed receipts held in trust in our Consolidated Balance Sheet at December 31, 2016 and 2015 are detailed below.

|  | December 31, 2016  |                     |             | December 31, 2015  |                     |             |
|--|--------------------|---------------------|-------------|--------------------|---------------------|-------------|
|  | Preneed<br>Funeral | Preneed<br>Cemetery | Total       | Preneed<br>Funeral | Preneed<br>Cemetery | Total       |
|  | (In thousands)     |                     |             | (In thousands)     |                     |             |
| Trust investments                          | \$1,546,517        | \$1,558,229         | \$3,104,746 | \$1,515,113        | \$1,462,499         | \$2,977,612 |
| Accrued trust operating payables and other | (589)              | (361)               | (950)       | (1,381)            | (2,845)             | (4,226)     |
| Deferred preneed receipts held in trust    | \$1,545,928        | \$1,557,868         | \$3,103,796 | \$1,513,732        | \$1,459,654         | \$2,973,386 |

##### Care trusts' corpus

The Care trusts' corpus reflected in our Consolidated Balance Sheet represents the cemetery perpetual care trusts, including the related accrued expenses.



The components of Care trusts' corpus in our Consolidated Balance Sheet are detailed below.

|  | December 31, 2016 | December 31, 2015 |
|--|-------------------|-------------------|
|  | (In thousands)    |                   |
| Cemetery perpetual care trust investments  | \$1,407,465       | \$1,319,427       |
| Accrued trust operating payables and other | 778               | 137               |
| Care trusts' corpus                        | \$1,408,243       | \$1,319,564       |
| Other (expense) income, net                |                   |                   |

The components of Other (expense) income, net in our Consolidated Statement of Operations for the years ended December 31, 2016, 2015, and 2014 are detailed below. See Notes 3, 4, and 5 for further discussion of the amounts related to our funeral, cemetery, and cemetery perpetual care trusts.

|   | Year Ended December 31, 2016 |                 |                                |            |           |
|---|------------------------------|-----------------|--------------------------------|------------|-----------|
|   | Funeral Trusts               | Cemetery Trusts | Cemetery Perpetual Care Trusts | Other, Net | Total     |
|   | (In thousands)               |                 |                                |            |           |
| Realized gains  | \$38,704                     | \$53,253        | \$8,327                        | \$—        | \$100,284 |
| Realized losses   | (46,432)                     | (60,795)        | (6,579)                        | —          | (113,806) |
| Impairment charges  | (4,625)                      | (5,872)         | (1,360)                        | —          | (11,857)  |
| Interest, dividend, and other ordinary income                                       | 20,299                       | 17,428          | 56,594                         | —          | 94,321    |
| Trust expenses and income taxes   | (20,190)                     | (22,137)        | (22,801)                       | —          | (65,128)  |
| Net trust investment (losses) income  | (12,244)                     | (18,123)        | 34,181                         | —          | 3,814     |
| Reclassification to deferred preneed receipts held in trust and care trusts' corpus | 12,244                       | 18,123          | (34,181)                       | —          | (3,814)   |
| Other expense, net  | —                            | —               | —                              | (631)      | (631)     |
| Total other expense, net  | \$—                          | \$—             | \$—                            | \$(631)    | \$(631)   |
|   | Year Ended December 31, 2015 |                 |                                |            |           |
|   | Funeral Trusts               | Cemetery Trusts | Cemetery Perpetual Care Trusts | Other, Net | Total     |
|   | (In thousands)               |                 |                                |            |           |
| Realized gains  | \$42,034                     | \$51,510        | \$6,933                        | \$—        | \$100,477 |
| Realized losses   | (31,403)                     | (40,092)        | (7,708)                        | —          | (79,203)  |
| Impairment charges  | (3,519)                      | (4,345)         | (1,812)                        | —          | (9,676)   |
| Interest, dividend, and other ordinary income                                       | 25,952                       | 27,089          | 56,253                         | —          | 109,294   |
| Trust expenses and income taxes   | (21,852)                     | (31,472)        | (32,643)                       | —          | (85,967)  |
| Net trust investment income   | 11,212                       | 2,690           | 21,023                         | —          | 34,925    |
| Reclassification to deferred preneed receipts held in trust and care trusts' corpus | (11,212)                     | (2,690)         | (21,023)                       | —          | (34,925)  |
| Other expense, net  | —                            | —               | —                              | (132)      | (132)     |
| Total other expense, net  | \$—                          | \$—             | \$—                            | \$(132)    | \$(132)   |



## Year Ended December 31, 2014

|   | Funeral<br>Trusts | Cemetery<br>Trusts | Cemetery<br>Perpetual<br>Care Trusts<br>(In<br>thousands) | Other,<br>Net | Total      |
|---|-------------------|--------------------|---|---------------|------------|
| Realized gains  | \$168,567         | \$271,507          | \$134,259   | \$—           | \$574,333  |
| Realized losses   | (113,748 )        | (138,473 )         | (51,093 )   | —             | (303,314 ) |
| Impairment charges  | (41,846 )         | (60,040 )          | (8,072 )  | —             | (109,958 ) |
| Interest, dividend, and other ordinary income                                       | 22,668            | 17,597             | 52,126  | —             | 92,391     |
| Trust expenses and income taxes   | (19,590 )         | (20,833 )          | (34,243 )   | —             | (74,666 )  |
| Net trust investment income   | 16,051            | 69,758             | 92,977  | —             | 178,786    |
| Reclassification to deferred preneed receipts held in trust and care trusts' corpus | (16,051 )         | (69,758 )          | (92,977 )   | —             | (178,786 ) |
| Other income, net   | —                 | —                  | —   | 1,780         | 1,780      |
| Total other income, net   | \$—               | \$—                | \$—   | \$1,780       | \$1,780    |

## 7. Goodwill and Intangible Assets

The changes in the carrying amounts of goodwill for our funeral and cemetery reporting units are as follows: (in thousands):

|   | 2016<br>Funeral Cemetery Total<br>(In thousands) |           |             | 2015<br>Funeral Cemetery Total |           |             |
|---|--|-----------|-------------|--------------------------------|-----------|-------------|
| Balance as of January 1                                 | \$1,490,502                                      | \$305,838 | \$1,796,340 | \$1,510,879                    | \$299,974 | \$1,810,853 |
| Increase (decrease) in goodwill related to acquisitions | 26,809   | (151 )    | 26,658      | 6,460                          | 6,201     | 12,661      |
| Reduction of goodwill related to divestitures           | (26,554 )  | (270 )    | (26,824 )   | (8,908 )                       | (262 )    | (9,170 )    |
| Effect of foreign currency                              | 2,898  | 9         | 2,907       | (17,929 )                      | (75 )     | (18,004 )   |
| Activity  | 3,153  | (412 )    | 2,741       | (20,377 )                      | 5,864     | (14,513 )   |
| Balance as of December 31                               | \$1,493,655                                      | \$305,426 | \$1,799,081 | \$1,490,502                    | \$305,838 | \$1,796,340 |

The components of intangible assets at December 31 were as follows:

|                                | Useful Life        |            | 2016           | 2015      |
|--------------------------------|--------------------|------------|----------------|-----------|
|                                | Minimum<br>(Years) | Maximum    | (In thousands) |           |
| Amortizing intangibles:        |                    |            |                |           |
| Covenants-not-to-compete       | 2                  | -20        | \$211,549      | \$206,822 |
| Customer relationships         | 10                 | -20        | 146,876        | 154,364   |
| Tradenames                     | 5                  | -5         | 9,150          | 12,750    |
| Other                          | 5                  | -40        | 11,927         | 11,927    |
|                                |                    |            | 379,502        | 385,863   |
| Less: Accumulated amortization |                    |            | 268,061        | 257,157   |
| Amortizing intangibles, net    |                    |            | 111,441        | 128,706   |
| Non-amortizing intangibles:    |                    |            |                |           |
| Tradenames                     |                    | Indefinite | 245,984        | 230,659   |
| Other                          |                    | Indefinite | 10,640         | 10,640    |
| Non-amortizing intangibles     |                    |            | 256,624        | 241,299   |
| Intangible assets, net         |                    |            | \$368,065      | \$370,005 |



As part of our annual recoverability-testing process during 2016, we recognized \$1.2 million of impairment on four tradenames. Amortization expense for intangible assets was \$31.0 million, \$31.5 million, and \$36.6 million for the years ended December 31, 2016, 2015, and 2014, respectively. The following is estimated amortization expense, excluding certain intangibles for which we are unable to provide an estimate because they are amortized based on specific identification in the performance of a preneed contract, for the five years subsequent to December 31, 2016 (in thousands):

2017 \$11,718

2018 \$10,961

2019 \$7,711

2020 \$6,613

2021 \$6,504

#### 8. Income Taxes

The provision or benefit for income taxes includes U.S. federal income taxes (determined on a consolidated return basis), foreign income taxes, and state income taxes.

Income from continuing operations before income taxes for the years ended December 31 was composed of the following components:

|               | 2016           | 2015      | 2014      |
|---------------|----------------|-----------|-----------|
|               | (In thousands) |           |           |
| United States | \$287,946      | \$331,622 | \$360,800 |
| Foreign       | 38,712         | 38,729    | 41,800    |
|               | \$326,658      | \$370,351 | \$402,600 |

Income tax provision (benefit) for the years ended December 31 consisted of the following:

|                             | 2016           | 2015      | 2014      |
|-----------------------------|----------------|-----------|-----------|
|                             | (In thousands) |           |           |
| Current:                    |                |           |           |
| United States               | \$113,629      | \$94,502  | \$67,511  |
| Foreign                     | 12,084         | 9,270     | 10,859    |
| State                       | 16,150         | 13,207    | 17,939    |
| Total current income taxes  | 141,863        | 116,979   | 96,309    |
| Deferred:                   |                |           |           |
| United States               | \$(19,496)     | \$15,918  | \$108,514 |
| Foreign                     | 22,708         | (878)     | (653)     |
| State                       | 4,278          | 3,008     | 21,810    |
| Total deferred income taxes | 7,490          | 18,048    | 129,671   |
| Total income taxes          | \$149,353      | \$135,027 | \$225,980 |

We made income tax payments of \$115.0 million, \$105.4 million, and \$106.3 million in 2016, 2015, and 2014, respectively, and received refunds of \$2.4 million, \$1.9 million, and \$0.6 million, respectively.

The differences between the U.S. federal statutory income tax rate and our effective tax rate for the years ended December 31 were as follows:

|  | 2016           | 2015      | 2014      |
|--|----------------|-----------|-----------|
|  | (In thousands) |           |           |
| Computed tax provision at the applicable federal statutory income tax rate | \$114,331      | \$129,623 | \$140,910 |
| State and local taxes, net of federal income tax benefits                  | 13,279         | 10,542    | 25,736    |
| Foreign jurisdiction differences   | (2,557 )       | (5,183 )  | (4,424 )  |
| Permanent differences associated with divestitures                         | 9,267          | 2,909     | 61,892    |
| Changes in uncertain tax positions   | 5,669          | 4,046     | 4,624     |
| Foreign valuation allowance, net of federal income tax benefits            | 15,850         | —         | —         |
| Other  | (6,486 )       | (6,910 )  | (2,758 )  |
| Provision for income taxes   | \$149,353      | \$135,027 | \$225,980 |
| Total consolidated effective tax rate                                      | 45.7 %         | 36.5 %    | 56.1 %    |

The higher effective tax rate for the twelve months ended December 31, 2016 was a result of a valuation allowance recorded against foreign net deferred tax assets for which a future net benefit may not be realized, and non-deductible goodwill resulting from gains on divestitures. The higher effective tax rate for the twelve month ended December 31, 2014 was due primarily to the non-deductible goodwill resulting from gains on required divestitures associated with the Stewart acquisition.

Deferred taxes are determined based on differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates. The tax effects of temporary differences and carryforwards that give rise to significant portions of deferred tax assets and liabilities as of December 31 consisted of the following:

|  | 2016           | 2015        |
|--|----------------|-------------|
|  | (In thousands) |             |
| Inventories and cemetery property                          | \$(335,795)    | \$(338,143) |
| Property and equipment                                     | (149,450 )     | (168,265 )  |
| Intangibles  | (294,251 )     | (302,217 )  |
| Other  | (6,980 )       | (12,047 )   |
| Deferred tax liabilities                                   | (786,476 )     | (820,672 )  |
| Loss and tax credit carryforwards                          | 157,795        | 171,725     |
| Deferred revenue on preneed funeral and cemetery contracts | 223,174        | 226,483     |
| Accrued liabilities  | 84,230         | 102,351     |
| Deferred tax assets  | 465,199        | 500,559     |
| Less: Valuation allowance                                  | (132,500 )     | (126,654 )  |
| Net deferred income tax liability                          | \$(453,777)    | \$(446,767) |

Deferred tax assets and deferred income tax liabilities are recognized in our Consolidated Balance Sheet at December 31 as follows:

|                                      | 2016           | 2015        |
|--------------------------------------|----------------|-------------|
|                                      | (In thousands) |             |
| Non-current deferred tax assets      | \$861          | \$23,817    |
| Non-current deferred tax liabilities | (454,638 )     | (470,584 )  |
| Net deferred income tax liability    | \$(453,777)    | \$(446,767) |

In addition to the loss and tax credit carryforward amounts reflected as deferred tax assets in the table above, we have taken certain tax deductions related to the exercised employee stock options and vested restricted shares that are in excess of the share-based compensation amounts recorded in our consolidated financial statements (“windfall tax benefits”). Such windfall tax benefits are not recognized in our consolidated financial statements unless they reduce income taxes payable. For the year ended December 31, 2016, restricted share vesting and stock option exercises resulted in windfall tax benefits

where the tax deduction exceeded the previously disallowed book expense in the amount of \$34.0 million or \$12.7 million, net of tax.

At December 31, 2016 and 2015, U.S. income taxes had not been provided on \$308.6 million and \$259.8 million, respectively, of the remaining undistributed earnings of our Canadian subsidiaries. We intend to permanently reinvest these undistributed foreign earnings in those businesses outside the United States. It is not practicable to determine the amount of federal income taxes, if any, that might become due if such earnings are repatriated.

The following table summarizes the activity related to our gross unrecognized tax benefits from January 1, 2014 to December 31, 2016 (in thousands):

|   | Federal,<br>State and<br>Foreign<br>Tax<br>(In<br>thousands) |
|---|--|
| Balance at December 31, 2013  | \$ 177,830   |
| Additions to tax positions related to the current year                                | 8,721  |
| Additions to tax positions related to prior years                                     | 10,085   |
| Reductions to tax positions related to the current year                               | (1,075 )   |
| Reductions to tax positions related to prior years                                    | (2,325 )   |
| Reductions to tax positions related to the acquisition of Stewart, offset to goodwill | (1,556 )   |
| Balance at December 31, 2014  | \$ 191,680   |
| Additions to tax positions related to the current year                                | 3,235  |
| Reduction to tax positions related to prior years                                     | (12,370 )  |
| Balance at December 31, 2015  | \$ 182,545   |
| Reductions to tax positions related to prior years                                    | (4,219 )   |
| Balance at December 31, 2016  | \$ 178,326   |

Our total unrecognized tax benefits that, if recognized, would affect our effective tax rates were \$161.8 million, \$157.2 million, and \$154.8 million as of December 31, 2016, 2015, and 2014, respectively.

We include potential accrued interest and penalties related to unrecognized tax benefits within our income tax provision account. We have accrued \$57.3 million, \$51.6 million, and \$47.6 million for the payment of interest, net of tax benefits, and penalties as of December 31, 2016, 2015, and 2014, respectively. We recognized an increase of interest and penalties of \$5.7 million, \$4.0 million, and \$3.1 million for the years ended December 31, 2016, 2015, and 2014, respectively. To the extent interest and penalties are not assessed with respect to uncertain tax positions or the uncertainty of deductions in the future, amounts accrued will be reduced and reflected as a reduction of the overall income tax provision.

We file income tax returns, including tax returns for our subsidiaries, with federal, state, local and foreign jurisdictions. We consider the United States to be our most significant jurisdiction; however, all tax returns are subject to routine compliance review by the taxing authorities in the jurisdictions in which we file tax returns in the ordinary course of business.

We have reached an agreement in principle with the IRS to resolve the issues under audit with respect to tax years 1999 through 2005 which cleared the Joint Committee on Taxation without change on February 7, 2017. Final resolution with the IRS is subject to, among other things, the execution of certain agreements and the closing of the case. There can be no assurance that the resolution will be finalized on the terms currently contemplated, or at all. Additionally, SCI and Subsidiaries received a letter of no change to its federal tax liability for the tax years 2008-2010, and its tax years 2006-2007 remain under audit as a result of carryback claims. Our Canadian affiliate, Service Corporation International Canada ULC, concluded the audit of its Canadian income tax returns during 2016 for the years 2010-2012 with no material impact. Furthermore, we are under audit by various state jurisdictions for years 2000 through 2015.

It is reasonably possible that the amount of unrecognized tax benefits could significantly decrease over the next 12 months as a result of the agreement in principle reached with the IRS on the audit with respect to tax years 1999

through 2005. However, due to the uncertainty regarding the timing and amount of the final resolution on this specific audit and possible outcomes on the other outstanding audits, a current estimate of the range of decrease that may occur within the next 12 months cannot be made.

Various subsidiaries have state and foreign loss carryforwards in the aggregate of \$3.8 billion with expiration dates through 2032. Such loss carryforwards will expire as follows:

|            | Federal State  |             | Foreign Total |             |
|------------|----------------|-------------|---------------|-------------|
|            | (In thousands) |             |               |             |
| 2017       | \$—            | \$241,619   | \$—           | \$241,619   |
| 2018       | —              | 111,084     | —             | 111,084     |
| 2019       | —              | 143,491     | —             | 143,491     |
| 2020       | 200            | 183,071     | —             | 183,271     |
| Thereafter | 1,900          | 3,111,526   | 6,632         | 3,120,058   |
| Total      | \$2,100        | \$3,790,791 | \$6,632       | \$3,799,523 |

In addition to the above loss carryforwards, we have \$52.0 million of foreign losses that have an indefinite expiration. In assessing the usefulness of deferred tax assets, management considers whether it is more likely than not that some portion or all of the net deferred tax assets will not be realized. The ultimate realization of net deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Upon reviewing the 2016 foreign operational results as of the fourth quarter, management concluded a foreign valuation allowance was necessary as it was not more likely than not that certain foreign net deferred tax assets would be realized based on all available evidence as of December 31, 2016. During 2016, an additional \$15.9 million foreign valuation allowance has been recorded which was partially offset by changes in the existing foreign valuation allowances due to fluctuations in the currency exchange rate. Also, in 2016, the state valuation allowance decreased by \$9.6 million due to state net operating loss expirations. These valuation allowances can be affected in future periods by changes in tax laws, changes to statutory tax rates and changes in estimates of future taxable income.

At December 31, 2016, our loss and tax credit carryforward deferred tax assets and related valuation allowances by jurisdiction are as follows (presented net of federal benefit):

|                                   | Federal State  |           | Foreign Total |           |
|-----------------------------------|----------------|-----------|---------------|-----------|
|                                   | (In thousands) |           |               |           |
| Loss and tax credit carryforwards | \$ 914         | \$136,462 | \$20,419      | \$157,795 |
| Valuation allowance               | \$ —           | \$101,417 | \$31,083      | \$132,500 |

## 9. Debt

Debt as of December 31 was as follows:

|  | 2016           | 2015        |
|--|----------------|-------------|
|  | (In thousands) |             |
| 7.0% Senior Notes due June 2017                        | \$—            | \$295,000   |
| 7.625% Senior Notes due October 2018                   | 250,000        | 250,000     |
| 4.5% Senior Notes due November 2020                    | 200,000        | 200,000     |
| 8.0% Senior Notes due November 2021                    | 150,000        | 150,000     |
| 5.375% Senior Notes due January 2022                   | 425,000        | 425,000     |
| 5.375% Senior Notes due May 2024                       | 850,000        | 850,000     |
| 7.5% Senior Notes due April 2027                       | 200,000        | 200,000     |
| Term Loan due July 2018                                | —              | 310,000     |
| Bank Credit Facility due July 2018                     | —              | 270,000     |
| Term Loan due March 2021                               | 673,750        | —           |
| Bank Credit Facility due March 2021                    | 350,000        | —           |
| Obligations under capital leases                       | 208,758        | 204,246     |
| Mortgage notes and other debt, maturities through 2050 | 3,753          | 4,037       |
| Unamortized premiums (discounts) and other, net        | 8,313          | 8,636       |
| Unamortized debt issuance costs                        | (32,984 )      | (42,491 )   |
| Total debt   | 3,286,590      | 3,124,428   |
| Less: Current maturities of long-term debt             | (89,974 )      | (86,823 )   |
| Total long-term debt                                   | \$3,196,616    | \$3,037,605 |

Current maturities of debt at December 31, 2016 include amounts due under our Term Loan, mortgage notes and other debt, and capital leases within the next year.

Our consolidated debt had a weighted average interest rate of 4.68% and 5.18% at December 31, 2016 and 2015, respectively. Approximately 63% and 76% of our total debt had a fixed interest rate at December 31, 2016 and 2015, respectively.

The following table summarizes the aggregate maturities of our debt for the five years subsequent to December 31, 2016 and thereafter, excluding unamortized premiums (discounts) and debt issuance costs (in thousands):

|                     |             |
|---------------------|-------------|
| 2017                | \$94,725    |
| 2018                | 350,609     |
| 2019                | 74,169      |
| 2020                | 295,231     |
| 2021                | 647,792     |
| 2022 and thereafter | 1,848,735   |
|                     | \$3,311,261 |

#### Bank Credit Facility

In March 2016, we entered into a new \$1.4 billion bank credit agreement due March 2021 with a syndicate of banks. As of December 31, 2016, we have \$350.0 million of outstanding borrowings under our Bank Credit Facility and have issued \$32.7 million of letters of credit. The Bank Credit Facility provides us with flexibility for labor, if needed, and is guaranteed by a majority of our domestic subsidiaries. The subsidiary guaranty is a guaranty of payment of the outstanding amount of the total lending commitment, including letters of credit. The Bank Credit Facility contains certain financial covenants, including a minimum interest coverage ratio, a maximum leverage ratio, and certain dividend and share repurchase restrictions. As of December 31, 2016, we are in compliance with all covenants. We pay a quarterly fee on the unused commitment, which was 0.30% at December 31, 2016. As of December 31, 2016, we have \$317.3 million in borrowing capacity under the facility.



As of December 31, 2015, we had a \$500.0 million Bank Credit Facility due July 2018 with a syndicate of financial institutions, including a sublimit of \$175.0 million for letters of credit. In March 2016, the new \$1.4 billion credit agreement replaced the existing \$500.0 million Bank Credit Facility due July 2018 and \$600.0 million Term Loan due July 2018 providing for a new \$700.0 million Bank Credit Facility and a \$700.0 million Term Loan, both maturing in March 2021, including a sublimit of \$100.0 million for letters of credit.

#### Debt Issuances and Additions

During the year ended December 31, 2016, we borrowed \$360.0 million on our Bank Credit Facilities and \$700.0 million on our Term Loan due March 2021 to make the 2016 debt payments described below, to fund acquisition activity, and for general corporate purposes. These transactions resulted in an additional \$5.2 million of debt issue costs. During the year ended December 31, 2015, we borrowed \$135.0 million on our Bank Credit Facility and issued an additional \$300.0 million of our existing unsecured 5.375% Senior Notes due May 2024 to make the 2015 debt payments described below and for general corporate purposes. The addition to our 5.375% Senior Notes due May 2024 generated a premium of \$11.3 million.

#### Debt Extinguishments and Reductions

During the year ended December 31, 2016, we made debt payments of \$911.5 million for scheduled and early extinguishment payments including:

- \$310.0 million in aggregate principal of our Term Loan due to July 2018;
  - \$295.0 million in aggregate principal of our 7.0% Senior Notes due 2017;
  - \$280.0 million in aggregate principal of our Bank Credit Facility due July 2018; and
  - \$26.3 million in aggregate principal of our Term Loan due March 2021.
- \$0.2 million in other debt.

Certain of the above transactions resulted in the recognition of a loss of \$22.5 million recorded in Losses on early extinguishment of debt in our Consolidated Statement of Operations.

During the year ended December 31, 2015, we made debt payments of \$357.6 million for scheduled and early extinguishment payments including:

- \$197.4 million in aggregate principal of our 6.75% Senior Notes due April 2016;
- \$100.0 million in aggregate principal of our Bank Credit Facility;
- \$60.0 million in aggregate principal of our Term Loan due July 2018; and
- \$0.2 million in other debt.

Certain of the above transactions resulted in the recognition of a loss of \$6.9 million recorded in Losses on early extinguishment of debt in our Consolidated Statement of Operations.

#### Additional Debt Disclosures

At December 31, 2016 and 2015, we had deposits of \$4.7 million and \$7.0 million, respectively, in restricted, interest-bearing accounts that were pledged as collateral for various credit instruments and commercial commitments. These deposits are included in Deferred charges and other assets in our Consolidated Balance Sheet.

We had assets of approximately \$1.4 million and \$1.5 million pledged as collateral for the mortgage notes and other debt at December 31, 2016 and 2015, respectively.

Cash interest payments for the three years ended December 31 were as follows (in thousands):

- Payments in 2016 \$156,950
- Payments in 2015 \$164,748
- Payments in 2014 \$175,327

Expected cash interest payments for the five years subsequent to December 31, 2016 and thereafter are as follows (in thousands):

|                                 |            |
|---------------------------------|------------|
| Payments in 2017                | \$ 152,682 |
| Payments in 2018                | \$ 147,342 |
| Payments in 2019                | \$ 132,269 |
| Payments in 2020                | \$ 130,745 |
| Payments in 2021                | \$ 99,515  |
| Payments in 2022 and thereafter | \$ 197,077 |

#### 10. Credit Risk and Fair Value of Financial Instruments

##### Fair Value Estimates

The fair value estimates of the following financial instruments have been determined using available market information and appropriate valuation methodologies. The carrying values of cash and cash equivalents, trade receivables, and trade payables approximate the fair values of those instruments due to the short-term nature of the instruments. The carrying values of receivables on preneed funeral and cemetery contracts approximate fair value due to the diverse number of individual contracts with varying terms.

The fair value of our debt instruments at December 31 was as follows:

|  | 2016           | 2015         |
|--|----------------|--------------|
|  | (In thousands) |              |
| 7.0% Senior Notes due June 2017                        | \$—            | \$ 314,618   |
| 7.625% Senior Notes due October 2018                   | 272,353        | 279,375      |
| 4.5% Senior Notes due November 2020                    | 205,000        | 201,500      |
| 8.0% Senior Notes due November 2021                    | 175,500        | 176,438      |
| 5.375% Senior Notes due January 2022                   | 444,614        | 445,188      |
| 5.375% Senior Notes due May 2024                       | 884,000        | 884,094      |
| 7.5% Senior Notes due April 2027                       | 231,590        | 216,500      |
| Term Loan due July 2018                                | —              | 310,000      |
| Bank Credit Facility due July 2018                     | —              | 270,000      |
| Term Loan due March 2021                               | 673,750        | —            |
| Bank Credit Facility due March 2021                    | 350,000        | —            |
| Mortgage notes and other debt, maturities through 2050 | 3,753          | 4,047        |
| Total fair value of debt instruments                   | \$ 3,240,560   | \$ 3,101,760 |

The fair values of our long-term, fixed rate loans were estimated using market prices for those loans, and therefore they are classified within Level 2 of the fair value measurements hierarchy. The Term Loan, Bank Credit Facility agreement and the mortgage and other debt are classified within Level 3 of the fair value measurements hierarchy. The fair values of these instruments have been estimated using discounted cash flow analysis based on our incremental borrowing rate for similar borrowing arrangements. An increase (decrease) in the inputs results in a directionally opposite change in the fair value of the instruments.

##### Credit Risk Exposure

Our cash deposits, some of which exceed insured limits, are distributed among various market and national banks in the jurisdictions in which we operate. In addition, we regularly invest excess cash in financial instruments that are not insured, such as commercial paper that is offered by corporations with quality credit ratings and money market funds and Eurodollar time deposits that are offered by a variety of reputable financial institutions. We believe that the credit risk associated with such instruments is minimal.

We grant credit to customers in the normal course of business. The credit risk associated with our funeral, cemetery, and preneed funeral and preneed cemetery receivables due from customers is generally considered minimal because of the diversification of the customers served. Furthermore, bad debts have not been significant relative to the volume of deferred revenue. Customer payments on preneed funeral or preneed cemetery contracts that are either placed into state-regulated trusts



or used to pay premiums on life insurance contracts generally do not subject us to collection risk. Insurance-funded contracts are subject to supervision by state insurance departments and are protected in the majority of states by insurance guaranty acts.

#### 11. Commitments and Contingencies

##### Leases

Our leases principally relate to funeral home facilities and transportation equipment. The majority of our lease arrangements contain options to (i) purchase the property at fair value on the exercise date, (ii) purchase the property for a value determined at the inception of the lease, or (iii) renew the lease for the fair rental value at the end of the primary lease term. Rental expense for operating leases was \$31.9 million, \$33.3 million, and \$37.2 million for the years ended December 31, 2016, 2015, and 2014, respectively. As of December 31, 2016, future minimum lease payments for non-cancelable operating and capital leases exceeding one year were as follows:

|   | Operating Capital |            |
|---|-------------------|------------|
|   | (In thousands)    |            |
| 2017                                      | \$ 14,201         | \$ 59,598  |
| 2018                                      | 12,122            | 52,353     |
| 2019                                      | 10,028            | 21,533     |
| 2020                                      | 8,542             | 29,528     |
| 2021                                      | 7,564             | 24,829     |
| 2022 and thereafter                       | 67,655            | 20,917     |
| Total                                     | \$ 120,112        | \$ 208,758 |
| Less: Interest on capital leases          |                   | (16,417 )  |
| Total principal payable on capital leases |                   | \$ 192,341 |

##### Employment and Management, Consulting, and Non-Competition Agreements

We have entered into employment and management, consulting, and non-competition agreements, generally for five to ten years, with certain officers and employees and former owners of businesses that we acquired. At December 31, 2016, the maximum estimated future cash commitments under agreements with remaining commitment terms, and with original terms of more than one year, were as follows:

|                     | Employment<br>and Consulting Non-Competition Total<br>Management |        |           |           |
|---------------------|--|--------|-----------|-----------|
|                     | (In thousands)   |        |           |           |
| 2017                | \$ 1,692   | \$ 185 | \$ 4,641  | \$ 6,518  |
| 2018                | 1,035  | 138    | 4,436     | 5,609     |
| 2019                | 818  | 115    | 4,203     | 5,136     |
| 2020                | 375  | 45     | 3,017     | 3,437     |
| 2021                | 107  | —      | 2,022     | 2,129     |
| 2022 and thereafter | —  | —      | 4,315     | 4,315     |
| Total               | \$ 4,027   | \$ 483 | \$ 22,634 | \$ 27,144 |

##### Insurance Loss Reserves

We purchase comprehensive general liability, morticians and cemetery professional liability, automobile liability, and workers' compensation insurance coverage structured with high deductibles. The high-deductible insurance program means we are primarily self-insured for claims and associated costs and losses covered by these policies. As of December 31, 2016 and 2015, we have self-insurance reserves of \$78.0 million and \$76.6 million, respectively.

##### Litigation

We are a party to various litigation matters, investigations, and proceedings. Some of the more frequent routine litigations incidental to our business are based on burial practices claims and employment related matters, including discrimination, harassment, and wage and hour laws and regulations. For each of our outstanding legal matters, we evaluate the merits of the case, our exposure to the matter, possible legal or settlement strategies, and the likelihood of an unfavorable outcome. We intend to vigorously defend ourselves in the lawsuits described herein; however, if we determine that an unfavorable outcome is



probable and can be reasonably estimated, we establish the necessary accruals. We hold certain insurance policies that may reduce cash outflows with respect to an adverse outcome of certain of these litigation matters. We accrue such insurance recoveries when they become probable of being paid and can be reasonably estimated.

**Wage and Hour Claims.** We are named a defendant in various lawsuits alleging violations of federal and state laws regulating wage and hour pay, including but not limited to the Samborsky and Vasquez lawsuits described below. Charles Samborsky, et al, individually and on behalf of those persons similarly situated, v. SCI California Funeral Services, Inc., et al ; Case No. BC544180; in the Superior Court of the State of California for the County of Los Angeles, Central District-Central Civil West Courthouse. This lawsuit was filed in April 2014 against an SCI subsidiary and purports to have been brought on behalf of employees who worked as family service counselors in California since April 2010. The plaintiffs allege causes of action for various violations of state laws regulating wage and hour pay. The plaintiffs seek unpaid wages, compensatory and punitive damages, attorneys' fees and costs, interest, and injunctive relief. The claims have been sent to arbitration. We cannot quantify our ultimate liability, if any, in this lawsuit.

Adrian Mercedes Vasquez, an individual and on behalf of others similarly situated, v. California Cemetery and Funeral Services, LLC, et al; Case No. BC58837; in the Superior Court of the State of California for the County of Los Angeles. This lawsuit was filed in July 2015 against SCI subsidiaries and purports to be brought on behalf of current and former non-exempt California employees of defendants during the four years preceding the filing of the complaint. The plaintiff alleges numerous causes of action for alleged wage and hour pay violations. The plaintiff seeks unpaid wages, compensatory and punitive damages, attorneys' fees and costs, interest, and injunctive relief. The claims have been ordered to arbitration, with the arbitrator to determine whether the claims will proceed as a class or individual claims. In addition, the plaintiff filed an unfair labor practice charge against defendants with the National Labor Relations Board alleging that by enforcing a mandatory arbitration provision, defendants allegedly violated the National Labor Relations Act. We cannot quantify our ultimate liability, if any, in this lawsuit.

**Claims Regarding Acquisition of Stewart Enterprises.** We are involved in the following lawsuits.

Karen Moulton, Individually and on behalf of all others similarly situated v. Stewart Enterprises, Inc., Service Corporation International and others ; Case No. 2013-5636; in the Civil District Court Parish of New Orleans. This case was filed as a class action in June 2013 against SCI and our subsidiary in connection with SCI's proposed acquisition of Stewart Enterprises, Inc. The plaintiffs allege that SCI aided and abetted breaches of fiduciary duties by Stewart Enterprises and its board of directors in negotiating the combination of Stewart Enterprises with a subsidiary of SCI. The plaintiffs seek damages concerning the combination. We filed exceptions to the plaintiffs' complaint that were granted in June 2014. Thus, subject to appeals, SCI will no longer be party to the suit. The case has continued against our subsidiary Stewart Enterprises and its former individual directors. However, in October 2016, the court entered a judgment dismissing all of plaintiffs' claims. Plaintiffs have filed documents indicating that they are appealing the dismissal. We cannot quantify our ultimate liability, if any, for the payment of damages.

S.E. Funeral Homes of California, Inc. v. The Roman Catholic Archbishop of Los Angeles, et al.; Case No. BC559142; in the Superior Court of the State of California for the County of Los Angeles. The plaintiff is a company indirectly owned by Stewart Enterprises, Inc. The plaintiff filed this action in September 2014 to prevent The Roman Catholic Archbishop of Los Angeles (the "Archdiocese") from terminating six ground leases. In reliance on the leases having 40 year terms beginning at the earliest in 1997, the plaintiff had previously made material investments since 1997 in constructing and operating funeral homes, chapels, mausoleums, and other improvements on the leased premises. In addition, the plaintiff has created a material backlog of deferred preneed revenue that plaintiff expects to receive in the coming years. In September 2014, the Archdiocese delivered notices purporting to terminate the leases and alleging that the leases were breached because the plaintiff did not obtain the Archdiocese's consent before Stewart Enterprises, Inc. entered into a reverse merger with an affiliate of SCI. The plaintiff disputes this contention and seeks, among other things, a declaratory judgment declaring that the Archdiocese's purported termination notices are invalid, requiring specific performance of the leases, or, in the alternative, awarding the plaintiff compensatory damages. The Archdiocese filed a counterclaim and a separate action for unlawful detainer in October 2014, and all claims and actions of the respective parties have been consolidated into one case for all purposes. In February 2016, the Court entered a ruling on the parties' cross motions for summary adjudication based on the parties' opposing interpretations of the relevant lease provisions and adopted the Archdiocese's interpretation of its right to terminate the leases.

On July 27, 2016, the parties executed an agreement to settle the consolidated case. Under the settlement agreement, the Company agreed to sell to the Archdiocese substantially all of the assets used in the operations of the six mortuaries located on cemeteries of the Archdiocese and to terminate its rights under the related ground leases. The closing of the sale occurred on November 30, 2016. As a result of the settlement, the consolidated case between the parties has been dismissed.

Operational Claims. We are subject to the following lawsuit.

Linda Allard, on behalf of herself and all others similarly situated v. SCI Direct, Inc., Case No 16-1033; In the United

States District Court, Middle District of Tennessee. This case was filed in June 2016 as a class action under the Telephone Consumer Protection Act (the “Act”). Plaintiff alleges she received telemarketing telephone calls that were made with a prerecorded voice or made by an automatic telephone dialing system in violation of the Act. Plaintiff seeks actual and statutory damages, as well as attorney’s fees and costs. We cannot quantify our ultimate liability, if any, in this lawsuit.

The ultimate outcome of the matters described above cannot be determined at this time. We intend to vigorously defend all of the above lawsuits; however, an adverse decision in one or more of such matters could have a material effect on us, our financial condition, results of operations, and cash flows.

## 12. Equity

(All shares reported in whole numbers)

### Share Authorization

We are authorized to issue 1,000,000 shares of preferred stock, \$1 per share par value. No preferred shares were issued as of December 31, 2016 or 2015. At December 31, 2016 and 2015, 500,000,000 common shares of \$1 par value were authorized. We had 195,403,644 and 200,859,676 shares issued and 189,405,244 and 195,772,876 outstanding at par at December 31, 2016 and 2015, respectively.

### Accumulated Other Comprehensive Income

Our components of Accumulated other comprehensive income are as follows:

|  | Foreign<br>Currency<br>Translation<br>Adjustment<br>(In thousands) | Unrealized<br>Gains<br>and<br>Losses | Accumulated<br>Other<br>Comprehensive<br>(Loss) Income |
|--|--|--------------------------------------|--|
| Balance at December 31, 2013   | \$88,441   | \$ —                                 | \$ 88,441  |
| Activity in 2014   | (32,141 )  | —                                    | (32,141 )  |
| Reclassification of foreign currency translation adjustments to Net income from discontinued operations  | 3,114  | —                                    | 3,114  |
| Net unrealized losses associated with available-for- sale securities of the trusts, net of taxes   | —  | (166,570 )                           | (166,570 )   |
| Reclassification of net unrealized losses activity attributable to the Deferred preneed receipts held in trust and Care trusts’ corpus, net of taxes | —  | 166,570                              | 166,570  |
| Balance at December 31, 2014   | \$59,414   | \$ —                                 | \$ 59,414  |
| Activity in 2015   | (53,250 )  | —                                    | (53,250 )  |
| Net unrealized losses associated with available-for- sale securities of the trusts, net of taxes   | —  | (85,140 )                            | (85,140 )  |
| Reclassification of net unrealized losses activity attributable to the Deferred preneed receipts held in trust and Care trusts’ corpus, net of taxes | —  | 85,140                               | 85,140   |
| Balance at December 31, 2015   | \$6,164  | \$ —                                 | \$ 6,164   |
| Activity in 2016   | 10,328   | —                                    | 10,328   |
| Net unrealized gains associated with available-for-sale securities of the trusts, net of taxes   | —  | 120,573                              | 120,573  |
| Reclassification of net unrealized gains activity attributable to the Deferred preneed receipts held in trust and Care trusts’ corpus, net of taxes  | —  | (120,573 )                           | (120,573 )   |
| Balance at December 31, 2016   | \$16,492   | \$ —                                 | \$ 16,492  |

The assets and liabilities of foreign operations are translated into U.S. dollars using the current exchange rate. The U.S. dollar amount that arises from such translation, as well as exchange gains and losses on intercompany balances of a long-term investment nature, are included in the cumulative currency translation adjustments in Accumulated other comprehensive income.

### Share Repurchase Program



Subject to market conditions, normal trading restrictions, and limitations in our debt covenants, we may make purchases in the open market or through privately negotiated transactions under our share repurchase program. Under our share repurchase program, during 2016, we repurchased 8,811,847 shares of common stock at an aggregate cost of \$227.9 million, which is an

81

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average cost per share of \$25.87. During 2015, we repurchased 12,455,281 shares of common stock at an aggregate cost of \$345.3 million, which is an average cost per share of \$27.72 under the program. On November 8, 2016, our Board of Directors increased our share repurchase authorization to \$400.0 million. After these repurchases and increase in authorization, the remaining dollar value of shares authorized to be purchased under the share repurchase program was \$366.6 million at December 31, 2016.

Subsequent to December 31, 2016, we repurchased 1,969,289 shares for \$57.1 million at an average cost per share of \$29.00.

#### Cash Dividends

On February 8, 2017 our Board of Directors approved a cash dividend of \$0.13 per common share payable on March 31, 2017 to stockholders of record as of March 15, 2017.

#### Noncontrolling Interest

During 2016, we purchased an additional 11% of the common stock of our consolidated subsidiary, Wilson Financial Group, Inc. for \$1.9 million.

#### 13. Share-Based Compensation

##### Stock Benefit Plans

We maintain benefit plans whereby shares of our common stock may be issued pursuant to the exercise of stock options or restricted stock granted to officers and key employees. Our Amended and Restated Incentive Plan reserves 44,000,000 shares of common stock for outstanding and future awards of stock options, restricted stock, and other stock based awards to officers and key employees. In May 2016, our shareholders approved the 2016 Equity Incentive Plan that reserves 13,000,000 shares of common stock for outstanding and future awards of stock options, restricted stock, and other awards to officers and key employees.

Our benefit plans allow for options to be granted as either non-qualified or incentive stock options. The options historically have been granted annually, or upon hire, as approved by the Compensation Committee of the Board of Directors. The options are granted with an exercise price equal to the market price of our common stock on the date of the grant, as approved by the Compensation Committee of the Board of Directors. The options are generally exercisable at a rate of 33<sup>1</sup>/<sub>3</sub>% each year unless alternative vesting methods are approved by the Compensation Committee of the Board of Directors. Restricted stock awards are generally expensed ratably over the period during which the restrictions lapse. At December 31, 2016 and 2015, 12,171,075 and 1,531,410 shares, respectively, were reserved for future option and restricted stock grants under our stock benefit plans.

We utilize the Black-Scholes option valuation model for estimating the fair value of our stock options. This model allows the use of a range of assumptions related to volatility, risk-free interest rate, expected holding period, and dividend yield. The expected volatility utilized in the valuation model is based on the historical volatility of our stock price. The dividend yield and expected holding period are based on historical experience and management's estimate of future events. The risk-free interest rate is derived from the U.S. Treasury yield curve based on the expected life of the option in effect at the time of grant. The fair values of our stock options are calculated using the following weighted average assumptions, based on the methods described above for the years ended December 31:

| Assumptions                     | 2016   | 2015   | 2014   |
|---------------------------------|--------|--------|--------|
| Dividend yield                  | 2.0 %  | 1.8 %  | 1.8 %  |
| Expected volatility             | 19.7 % | 23.3 % | 27.1 % |
| Risk-free interest rate         | 1.0 %  | 1.3 %  | 1.1 %  |
| Expected holding period (years) | 4.0    | 4.0    | 4.0    |

The following table summarizes certain information with respect to stock option and restricted share compensation as included in our Consolidated Statement of Operations for the years ended December 31:

|   | 2016           | 2015     | 2014     |
|---|----------------|----------|----------|
|   | (In thousands) |          |          |
| Total pretax employee share-based compensation expense included in net income | \$14,056       | \$13,843 | \$13,127 |
| Income tax benefit related to share-based compensation included in net income | \$6,427        | \$5,068  | \$7,368  |

We realized windfall tax deductions of \$34.0 million, \$43.5 million, and \$31.6 million in excess of previously recorded tax benefits, based on the option and restricted share value at the time of grant for the years ended December 31, 2016, 2015, and 2014, respectively. The additional tax benefit associated with the windfall is not recognized until the deduction reduces taxes payable.

#### Stock Options

The following table sets forth stock option activity for the year ended December 31, 2016:

(Shares reported in whole numbers)

|                                  | Options      | Weighted-Average<br>Exercise Price |
|----------------------------------|--------------|------------------------------------|
| Outstanding at December 31, 2015 | 11,047,920   | \$ 13.98                           |
| Granted                          | 1,863,700    | \$ 22.28                           |
| Exercised                        | (2,108,212 ) | \$ 8.38                            |
| Canceled                         | (28,272 )    | \$ 20.98                           |
| Outstanding at December 31, 2016 | 10,775,136   | \$ 16.49                           |
| Exercisable at December 31, 2016 | 6,938,591    | \$ 13.69                           |

The aggregate intrinsic value for stock options outstanding and exercisable was \$128.3 million and \$102.1 million, respectively, at December 31, 2016.

Set forth below is certain information related to stock options outstanding and exercisable at December 31, 2016:

(Shares reported in whole numbers)

| Range of Exercise Price | Options Outstanding                                 |   | Weighted-Average<br>Exercise Price | Options Exercisable                                 |  |
|-------------------------|---|---|------------------------------------|---|--|
|                         | Number<br>Outstanding<br>at<br>December 31,<br>2016 | Weighted-Average<br>Remaining<br>Contractual Life<br>(in years) |                                    | Number<br>Exercisable<br>at<br>December 31,<br>2016 | Weighted-<br>Average<br>Exercise Price |
| \$ 5.00 — 10.00         | 2,032,763   | 1.7   | \$ 8.42                            | 2,032,763   | \$ 8.42                                |
| \$10.01 — 15.00         | 1,361,450   | 3.1   | \$ 11.18                           | 1,361,450   | \$ 11.18                               |
| \$15.01 — 20.00         | 3,548,915   | 4.7   | \$ 16.50                           | 2,801,293   | \$ 16.26                               |
| \$20.01 — 25.00         | 3,832,008   | 6.6   | \$ 22.65                           | 743,085   | \$ 22.97                               |
| \$ 5.00 — 25.00         | 10,775,136  | 4.6   | \$ 16.49                           | 6,938,591   | \$ 13.69                               |

Other information pertaining to stock option activity during the years ended December 31 is as follows:

|   | 2016     | 2015     | 2014     |
|---|----------|----------|----------|
| Weighted average grant-date fair value of stock options granted | \$4.01   | \$3.79   | \$3.34   |
| Total fair value of stock options vested (in thousands)         | \$7,690  | \$7,973  | \$6,814  |
| Total intrinsic value of stock options exercised (in thousands) | \$37,284 | \$52,513 | \$42,048 |

For the years ended December 31, 2016, 2015, and 2014, cash received from the exercise of stock options was \$17.7 million, \$31.8 million, and \$32.4 million, respectively. We recognized compensation expense of \$7.6 million, \$7.9 million, and \$7.5 million related to stock options for the years ended December 31, 2016, 2015, and 2014, respectively. As of December 31, 2016, the unrecognized compensation expense related to stock options of \$8.1 million is expected to be recognized over a weighted average period of 1.3 years.

## Restricted Shares

Restricted share award activity was as follows:

(Shares reported in whole numbers)

|  | Restricted Share Awards | Weighted-Average Grant-Date Fair Value |
|--|-------------------------|--|
| Nonvested restricted share awards at December 31, 2015 | 573,739                 | \$ 19.32                               |
| Granted  | 241,510                 | \$ 22.28                               |
| Vested   | (313,247)               | \$ 18.14                               |
| Forfeited and other                                    | (1,258 )                | \$ 20.85                               |
| Nonvested restricted share awards at December 31, 2016 | 500,744                 | \$ 21.48                               |

The fair value of our restricted share units, as determined on the grant date, is being amortized and charged to income (with an offsetting credit to Capital in excess of par value) generally over the average period during which the restrictions lapse. At December 31, 2016, unrecognized compensation expense of \$5.8 million related to restricted share awards, which is recorded in Capital in excess of par value on our Consolidated Balance Sheet, is expected to be recognized over a weighted average period of 1.7 years. We recognized compensation expense of \$5.6 million, \$5.9 million, and \$5.7 million during the years ended December 31, 2016, 2015, and 2014, respectively, related to our restricted share awards.

Restricted share units activity was as follows:

(Shares reported in whole numbers)

|   | Restricted Share Units | Weighted-Average Grant-Date Fair Value |
|---|------------------------|--|
| Nonvested restricted share units at December 31, 2015 | —                      | \$ —                                   |
| Granted   | 130,660                | \$ 25.72                               |
| Vested  | (1,950 )               | \$ 25.72                               |
| Forfeited and other                                   | (5,200 )               | \$ 25.72                               |
| Nonvested restricted share units at December 31, 2016 | 123,510                | \$ 25.72                               |

At December 31, 2016 the unrecognized compensation expense related to restricted share units of \$2.4 million is expected to be recognized over a weighted average period of 2.1 years. We recognized compensation expense of \$0.8 million for the year ended December 31, 2016 related to our restricted share units.

## 14. Retirement Plans

We currently have a supplemental retirement plan for certain current and former key employees (SERP), a supplemental retirement plan for officers and certain key employees (Senior SERP), a retirement plan for certain non-employee directors (Directors' Plan), a Retirement Plan for Rose Hill® Trustees, a Rose Hills® Supplemental Retirement Plan, and a Stewart Supplemental Retirement Plan (collectively, the "Plans"). We also provide a 401(k) employee savings plan. All of our Plans have a measurement date of December 31.

The Plans are frozen; therefore, the participants do not earn incremental benefits from additional years of service, and we do not incur any additional service cost.

Retirement benefits under the SERP are based on years of service and average monthly compensation, reduced by benefits under Social Security. The Senior SERP provides retirement benefits based on years of service and position. The Directors' Plan provides for an annual benefit to directors following retirement, based on a vesting schedule.

We recognize pension related gains and losses in our consolidated statement of operations in the year such gains and losses are incurred. The components of the Plans' net periodic benefit cost for the years ended December 31 were as follows:

|   | 2016           | 2015     | 2014    |
|---|----------------|----------|---------|
|   | (In thousands) |          |         |
| Interest cost on projected benefit obligation | \$1,179        | \$1,198  | \$1,293 |
| Recognized net actuarial losses (gains)       | 259            | (1,327 ) | 2,401   |
| Total net periodic benefit cost               | \$1,438        | \$(129 ) | \$3,694 |

The Plans' funded status at December 31 was as follows:

|  | 2016           | 2015       |
|--|----------------|------------|
|  | (In thousands) |            |
| Change in Benefit Obligation:                  |                |            |
| Benefit obligation at beginning of year        | \$32,305       | \$36,920   |
| Interest cost                                  | 1,179          | 1,198      |
| Actuarial gain (loss)                          | 259            | (1,327 )   |
| Benefits paid                                  | (3,665 )       | (4,486 )   |
| Benefit obligation at end of year              | \$30,078       | \$32,305   |
| Change in Plan Assets:                         |                |            |
| Fair value of plan assets at beginning of year | \$—            | \$—        |
| Employer contributions                         | 3,665          | 4,486      |
| Benefits paid, including expenses              | (3,665 )       | (4,486 )   |
| Fair value of plan assets at end of year       | \$—            | \$—        |
| Funded status of plan                          | \$(30,078)     | \$(32,305) |

#### Funding Summary:

|                                |          |          |
|--------------------------------|----------|----------|
| Projected benefit obligations  | \$30,078 | \$32,305 |
| Accumulated benefit obligation | \$30,078 | \$32,305 |

#### Amounts Recognized in the Consolidated Balance Sheet:

|   |            |            |
|---|------------|------------|
| Accounts payable and accrued liabilities        | \$(3,448 ) | \$(3,723 ) |
| Accrued pension - included in Other liabilities | (26,630 )  | (28,582 )  |
| Total accrued benefit liability                 | \$(30,078) | \$(32,305) |

The retirement benefits under the Plans are unfunded obligations of the Company. We have purchased various life insurance policies on the participants in the Plans with the intent to use the proceeds or any cash value buildup from these policies to assist in meeting, at least to the extent of such assets, the Plans' funding requirements. The face value of these insurance policies at December 31, 2016 and 2015 was \$47.5 million and \$48.9 million, respectively, and the cash surrender value was \$37.0 million and \$37.7 million, respectively. The outstanding loans against the policies are minimal and there are no restrictions in the policies regarding loans.

The Plans' weighted-average assumptions used to determine the benefit obligation and net benefit cost are as follows:

|  | 2016  | 2015  | 2014  |
|--|-------|-------|-------|
| Weighted-average discount rate used to determine obligations               | 3.76% | 3.86% | 3.42% |
| Weighted-average discount rate used to determine net periodic pension cost | 3.96% | 2.47% | 3.69% |

We base our discount rate used to compute future benefit obligations using an analysis of expected future benefit payments. The reasonableness of our discount rate is verified by comparing the rate to the rate earned on high-quality fixed income investments, such as the Moody's Aa index, plus 50 basis points. The assumed rate of return on plan assets was not applicable as we pay plan benefits as they come due. As all Plans are curtailed, the assumed rate of compensation increase is zero.

The following benefit payments are expected to be paid in future years related to our Plans (in thousands):

|                         |         |
|-------------------------|---------|
| 2017                    | \$3,448 |
| 2018                    | \$3,237 |
| 2019                    | \$3,166 |
| 2020                    | \$2,739 |
| 2021                    | \$2,428 |
| Years 2022 through 2026 | \$9,959 |

We have an employee savings plan that qualifies under section 401(k) of the Internal Revenue Code for the exclusive benefit of our United States employees. Under the plan, participating employees may contribute a portion of their pretax and/or after-tax income in accordance with specified guidelines up to a maximum of 50%.

During 2016, 2015, and 2014, we matched a percentage of the employee contributions through contributions of cash.

For these years, our matching contribution was based upon the following:

| Years of Vesting Service | Percentage of Deferred Compensation           |
|--------------------------|---|
| 0 — 5 years              | 75% of the first 6% of deferred compensation  |
| 6 — 10 years             | 100% of the first 6% of deferred compensation |
| 11 or more years         | 125% of the first 6% of deferred compensation |

The amount of our matched contributions in 2016, 2015, and 2014 was \$32.5 million, \$30.8 million, and \$26.8 million, respectively.

## 15. Segment Reporting

Our operations are both product based and geographically based, and the reportable operating segments presented below include our funeral and cemetery operations. Our geographic areas include United States and Canada. We conduct both funeral and cemetery operations in the United States and Canada.

Our reportable segment information is as follows:

|                                   | Reportable Segments |              |            | Corporate Consolidated |
|-----------------------------------|---------------------|--------------|------------|------------------------|
|                                   | Funeral             | Cemetery     |            |                        |
|                                   | (In thousands)      |              |            |                        |
| 2016                              |                     |              |            |                        |
| Revenue from external customers   | \$ 1,868,883        | \$ 1,162,254 | \$—        | \$ 3,031,137           |
| Interest expense                  | \$ 3,910            | \$ 101       | \$ 158,082 | \$ 162,093             |
| Depreciation and amortization     | \$ 106,251          | \$ 31,432    | \$ 9,550   | \$ 147,233             |
| Amortization of intangible assets | \$ 20,442           | \$ 10,440    | \$ 74      | \$ 30,956              |
| Gross profit                      | \$ 364,237          | \$ 312,197   | \$—        | \$ 676,434             |
| Amortization of cemetery property | \$—                 | \$ 66,745    | \$—        | \$ 66,745              |
| Capital expenditures              | \$ 68,434           | \$ 113,395   | \$ 11,617  | \$ 193,446             |
| Total assets                      | \$ 5,156,144        | \$ 6,484,317 | \$ 397,688 | \$ 12,038,149          |
| 2015                              |                     |              |            |                        |
| Revenue from external customers   | \$ 1,888,828        | \$ 1,097,213 | \$—        | \$ 2,986,041           |
| Interest expense                  | \$ 4,230            | \$ 450       | \$ 168,217 | \$ 172,897             |
| Depreciation and amortization     | \$ 102,937          | \$ 29,783    | \$ 8,736   | \$ 141,456             |
| Amortization of intangible assets | \$ 22,636           | \$ 8,748     | \$ 75      | \$ 31,459              |
| Gross profit                      | \$ 393,156          | \$ 281,433   | \$—        | \$ 674,589             |
| Amortization of cemetery property | \$—                 | \$ 62,407    | \$—        | \$ 62,407              |
| Capital expenditures              | \$ 52,880           | \$ 84,345    | \$ 13,761  | \$ 150,986             |
| Total assets                      | \$ 5,141,544        | \$ 6,181,877 | \$ 352,976 | \$ 11,676,397          |
| 2014                              |                     |              |            |                        |
| Revenue from external customers   | \$ 1,920,475        | \$ 1,073,536 | \$—        | \$ 2,994,011           |
| Interest expense                  | \$ 4,714            | \$ 510       | \$ 172,347 | \$ 177,571             |
| Depreciation and amortization     | \$ 101,801          | \$ 28,745    | \$ 9,456   | \$ 140,002             |
| Amortization of intangible assets | \$ 24,841           | \$ 11,700    | \$ 99      | \$ 36,640              |
| Gross profit                      | \$ 409,701          | \$ 265,984   | \$—        | \$ 675,685             |
| Amortization of cemetery property | \$—                 | \$ 60,439    | \$—        | \$ 60,439              |
| Capital expenditures              | \$ 52,610           | \$ 78,588    | \$ 13,301  | \$ 144,499             |

The following table reconciles gross profit from reportable segments shown above to our consolidated income from continuing operations before income taxes:

|  | 2016           | 2015       | 2014       |
|--|----------------|------------|------------|
|  | (In thousands) |            |            |
| Gross profit from reportable segments                      | \$676,434      | \$674,589  | \$675,685  |
| General and administrative expenses                        | (137,730 )     | (130,813 ) | (184,749 ) |
| (Losses) gains on divestitures and impairment charges, net | (26,819 )      | 6,522      | 116,613    |
| Operating income   | 511,885        | 550,298    | 607,549    |
| Interest expense   | (162,093 )     | (172,897 ) | (177,571 ) |
| Losses on early extinguishment of debt, net                | (22,503 )      | (6,918 )   | (29,158 )  |
| Other (expense) income, net                                | (631 )         | (132 )     | 1,780      |
| Income from continuing operations before income taxes      | \$326,658      | \$370,351  | \$402,600  |

Our geographic area information was as follows:

|  | United States  | Canada    | Total       |
|--|----------------|-----------|-------------|
|  | (In thousands) |           |             |
| 2016   |                |           |             |
| Revenue from external customers                            | \$2,848,876    | \$182,261 | \$3,031,137 |
| Interest expense (income)                                  | \$162,341      | \$(248 )  | \$162,093   |
| Depreciation and amortization                              | \$138,560      | \$8,673   | \$147,233   |
| Amortization of intangible assets                          | \$30,427       | \$529     | \$30,956    |
| Amortization of cemetery property                          | \$61,449       | \$5,296   | \$66,745    |
| Operating income   | \$460,387      | \$51,498  | \$511,885   |
| (Losses) gains on divestitures and impairment charges, net | \$(27,658 )    | \$839     | \$(26,819 ) |
| Long-lived assets  | \$5,705,070    | \$266,053 | \$5,971,123 |
| 2015   |                |           |             |
| Revenue from external customers                            | \$2,805,407    | \$180,634 | \$2,986,041 |
| Interest expense   | \$172,697      | \$200     | \$172,897   |
| Depreciation and amortization                              | \$132,393      | \$9,063   | \$141,456   |
| Amortization of intangible assets                          | \$30,856       | \$603     | \$31,459    |
| Amortization of cemetery property                          | \$58,429       | \$3,978   | \$62,407    |
| Operating income   | \$498,634      | \$51,664  | \$550,298   |
| Gains on divestitures and impairment charges, net          | \$1,778        | \$4,744   | \$6,522     |
| Long-lived assets  | \$5,729,721    | \$248,734 | \$5,978,455 |
| 2014   |                |           |             |
| Revenue from external customers                            | \$2,792,009    | \$202,002 | \$2,994,011 |
| Interest expense   | \$177,245      | \$326     | \$177,571   |
| Depreciation and amortization                              | \$129,510      | \$10,492  | \$140,002   |
| Amortization of intangible assets                          | \$35,895       | \$745     | \$36,640    |
| Amortization of cemetery property                          | \$55,679       | \$4,760   | \$60,439    |
| Operating income   | \$557,608      | \$49,941  | \$607,549   |
| Gains on divestitures and impairment charges, net          | \$116,046      | \$567     | \$116,613   |



## 16. Supplementary Information

The detail of certain balance sheet accounts is as follows:

|   | December 31,   |              |
|---|----------------|--------------|
|   | 2016           | 2015         |
|   | (In thousands) |              |
| Cash and cash equivalents:  |                |              |
| Cash  | \$146,684      | \$106,831    |
| Commercial paper and temporary investments  | 48,302         | 27,768       |
|   | \$194,986      | \$134,599    |
| Receivables, net:   |                |              |
| Notes receivable  | \$1,259        | \$2,056      |
| Atneed funeral receivables, net of allowances of \$1,881 and \$3,343, respectively                      | 46,917         | 52,184       |
| Atneed cemetery receivables, net of allowances of \$1,514 and \$2,153, respectively                     | 17,765         | 13,585       |
| Other   | 32,514         | 22,637       |
|   | \$98,455       | \$90,462     |
| Other current assets:   |                |              |
| Income tax receivable   | \$3,609        | \$15,662     |
| Prepaid insurance   | 4,437          | 5,398        |
| Restricted cash   | 11,978         | 12,587       |
| Other   | 14,500         | 13,508       |
|   | \$34,524       | \$47,155     |
| Cemetery property:  |                |              |
| Undeveloped land  | \$1,184,710    | \$1,186,861  |
| Developed lots, lawn crypts, mausoleum spaces, cremation niches, and cremation memorialization property | 592,225        | 566,154      |
|   | \$1,776,935    | \$1,753,015  |
| Property and equipment:   |                |              |
| Land  | \$595,096      | \$591,407    |
| Buildings and improvements  | 1,879,553      | 1,834,403    |
| Operating equipment   | 549,879        | 530,195      |
| Leasehold improvements  | 33,900         | 52,121       |
| Capital leases  | 234,411        | 220,784      |
|   | 3,292,839      | 3,228,910    |
| Less: Accumulated depreciation  | (1,328,262 )   | (1,253,867 ) |
| Less: Accumulated amortization of capital leases  | (136,990 )     | (128,321 )   |
|   | \$1,827,587    | \$1,846,722  |
| Deferred charges and other assets:  |                |              |
| Intangible assets, net  | \$368,065      | \$370,005    |
| Restricted cash   | 4,542          | 3,907        |
| Deferred tax assets   | 861            | 23,817       |
| Notes receivable, net of allowances of \$11,334   | 9,598          | 10,229       |
| Cash surrender value of insurance policies  | 119,819        | 108,726      |
| Other   | 64,635         | 65,694       |
|   | \$567,520      | \$582,378    |

|   | December 31,   |           |
|---|----------------|-----------|
|   | 2016           | 2015      |
|   | (In thousands) |           |
| Accounts payable and accrued liabilities: |                |           |
| Accounts payable                          | \$155,802      | \$140,019 |
| Accrued benefits                          | 88,392         | 86,908    |
| Accrued interest                          | 27,991         | 28,673    |
| Accrued property taxes                    | 12,883         | 11,594    |
| Self-insurance reserves                   | 77,993         | 76,611    |
| Bank overdraft                            | 20,927         | 21,808    |
| Other accrued liabilities                 | 55,948         | 57,203    |
|   | \$439,936      | \$422,816 |
| Other liabilities:                        |                |           |
| Accrued pension                           | \$26,630       | \$28,582  |
| Deferred compensation                     | 105,013        | 92,199    |
| Customer refund obligation reserve        | 52,068         | 55,153    |
| Tax liability                             | 235,625        | 234,176   |
| Payable to perpetual care fund            | 77,148         | 71,133    |
| Other                                     | 13,838         | 15,704    |
|   | \$510,322      | \$496,947 |

## Revenue and Costs and Expenses

The detail of certain income statement accounts is as follows for the years ended December 31:

|  | 2016           | 2015        | 2014        |
|--|----------------|-------------|-------------|
|  | (In thousands) |             |             |
| Property and merchandise revenue:            |                |             |             |
| Funeral                                      | \$611,441      | \$608,335   | \$616,992   |
| Cemetery                                     | 912,788        | 849,255     | 816,980     |
| Total property and merchandise revenue       | 1,524,229      | 1,457,590   | 1,433,972   |
| Services revenue:                            |                |             |             |
| Funeral                                      | 1,126,474      | 1,146,124   | 1,167,385   |
| Cemetery                                     | 219,044        | 217,462     | 222,834     |
| Total services revenue                       | 1,345,518      | 1,363,586   | 1,390,219   |
| Other revenue                                | 161,390        | 164,865     | 169,820     |
| Total revenue                                | \$3,031,137    | \$2,986,041 | \$2,994,011 |
| Property and merchandise costs and expenses: |                |             |             |
| Funeral                                      | \$287,272      | \$290,574   | \$292,031   |
| Cemetery                                     | 489,326        | 458,023     | 485,291     |
| Total cost of property and merchandise       | 776,598        | 748,597     | 777,322     |
| Services costs and expenses:                 |                |             |             |
| Funeral                                      | 627,099        | 624,294     | 630,357     |
| Cemetery                                     | 104,570        | 103,197     | 70,439      |
| Total cost of services                       | 731,669        | 727,491     | 700,796     |
| Overhead and other expenses                  | 846,436        | 835,364     | 840,208     |
| Total cost and expenses                      | \$2,354,703    | \$2,311,452 | \$2,318,326 |

## Certain Non-Cash Investing and Financing Transactions

|   | Years Ended December 31, |          |          |
|---|--------------------------|----------|----------|
|   | 2016                     | 2015     | 2014     |
|   | (In thousands)           |          |          |
| Net change in capital expenditure accrual | \$(1,435 )               | \$5,571  | \$1,022  |
| Options exercised by attestation          | \$—                      | \$122    | \$761    |
| Shares repurchased                        | \$—                      | \$(122 ) | \$(761 ) |
| Non-cash acquisition of capital leases    | \$41,609                 | \$55,941 | \$35,422 |

## 17. Earnings Per Share

Basic earnings per common share (EPS) excludes dilution and is computed by dividing Net income attributable to common stockholders by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur if securities or other obligations to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that shared in our earnings.

A reconciliation of the numerators and denominators of basic and diluted EPS for the three years ended December 31 is presented below:

|  | 2016                                     | 2015      | 2014      |
|--|--|-----------|-----------|
|  | (In thousands, except per share amounts) |           |           |
| Amounts attributable to common stockholders:           |  |           |           |
| Income from continuing operations — basic              | \$177,038                                | \$234,162 | \$170,283 |
| After tax interest on convertible debt                 | 43                                       | 50        | 51        |
| Income from continuing operations — diluted            | \$177,081                                | \$234,212 | \$170,334 |
| (Loss) income from discontinued operations, net of tax | \$—                                      | \$(390)   | \$2,186   |
| Net income — basic                                     | \$177,038                                | \$233,772 | \$172,469 |
| After tax interest on convertible debt                 | 43                                       | 50        | 51        |
| Net income — diluted                                   | \$177,081                                | \$233,822 | \$172,520 |
| Weighted average shares:                               |  |           |           |
| Weighted average shares — basic                        | 193,086                                  | 200,356   | 210,741   |
| Stock options  | 2,823                                    | 3,973     | 3,338     |
| Restricted share units                                 | 12                                       | —         | —         |
| Convertible debt                                       | 121                                      | 121       | 121       |
| Weighted average shares — diluted                      | 196,042                                  | 204,450   | 214,200   |
| Amounts attributable to common stockholders:           |  |           |           |
| Income from continuing operations per share:           |  |           |           |
| Basic  | \$0.92                                   | \$1.17    | \$0.81    |
| Diluted  | \$0.90                                   | \$1.14    | \$0.80    |
| Income from discontinued operations per share:         |  |           |           |
| Basic  | \$—                                      | \$—       | \$0.01    |
| Diluted  | \$—                                      | \$—       | \$0.01    |
| Net income per share:                                  |  |           |           |
| Basic  | \$0.92                                   | \$1.17    | \$0.82    |
| Diluted  | \$0.90                                   | \$1.14    | \$0.81    |

The computation of diluted earnings per share excludes outstanding stock options in certain periods in which the inclusion of such options would be antidilutive to the periods presented. Total options not currently included in the computation of dilutive EPS are as follows (in shares):

|                      | 2016 | 2015 | 2014  |
|----------------------|------|------|-------|
| (In thousands)       |      |      |       |
| Antidilutive options | 982  | 3    | 1,491 |

#### 18. Acquisitions

We spent \$72.9 million, \$68.9 million, and \$25.7 million for several smaller, tuck-in acquisitions for the three years ended December 31, 2016, 2015, and 2014, respectively. These amounts include the use of \$3.7 million, \$27.7 million, and \$10.4 million in 1031 exchange funds for each year, respectively.

#### SCI Direct

During 2014, we acquired the remaining 10% of the outstanding shares of The Neptune Society Inc. (Neptune) increasing our ownership from 90% to 100%.

## 19. Divestiture-Related Activities

As divestitures occur in the normal course of business, gains or losses on the sale of such locations are recognized in the income statement line item (Losses) gains on divestitures and impairment charges, net, which consist of the following for the years ended December 31:

|  | 2016           | 2015     | 2014      |
|--|----------------|----------|-----------|
|  | (In thousands) |          |           |
| Gains on divestitures, net                                 | \$7,829        | \$13,363 | \$122,535 |
| Impairment losses  | (34,648 )      | (6,841 ) | (5,922 )  |
| (Losses) gains on divestitures and impairment charges, net | \$(26,819)     | \$6,522  | \$116,613 |

## 20. Quarterly Financial Data (Unaudited)

Quarterly financial data for 2016 and 2015 is as follows:

|   | First<br>Quarter                         | Second<br>Quarter | Third<br>Quarter | Fourth<br>Quarter |
|---|--|-------------------|------------------|-------------------|
|   | (In thousands, except per share amounts) |                   |                  |                   |
| 2016  |  |                   |                  |                   |
| Revenue   | \$749,219                                | \$751,398         | \$721,467        | \$809,053         |
| Costs and expenses  | \$(586,296)                              | \$(589,409)       | \$(580,722)      | \$(598,276)       |
| Gross profit  | \$162,923                                | \$161,989         | \$140,745        | \$210,777         |
| Operating income  | \$123,672                                | \$94,498          | \$114,386        | \$179,329         |
| Income from continuing operations before income taxes <sup>(1)</sup>      | \$79,767                                 | \$32,639          | \$74,963         | \$139,289         |
| Provision for income taxes  | \$(32,313 )                              | \$(16,746 )       | \$(27,422 )      | \$(72,872 )       |
| Net income  | \$47,454                                 | \$15,893          | \$47,541         | \$66,417          |
| Net (income) loss attributable to noncontrolling interests                | \$(9 )                                   | \$(273 )          | \$186            | \$(171 )          |
| Net income attributable to common stockholders                            | \$47,445                                 | \$15,620          | \$47,727         | \$66,246          |
| Net income attributable to common stockholders per share <sup>(2)</sup> : |  |                   |                  |                   |
| Basic — EPS   | \$0.24                                   | \$0.08            | \$0.25           | \$0.35            |
| Diluted — EPS   | \$0.24                                   | \$0.08            | \$0.24           | \$0.34            |
| 2015  |  |                   |                  |                   |
| Revenue   | \$748,089                                | \$754,219         | \$714,453        | \$769,280         |
| Costs and expenses  | \$(569,748)                              | \$(587,452)       | \$(572,774)      | \$(581,478)       |
| Gross profit  | \$178,341                                | \$166,767         | \$141,679        | \$187,802         |
| Operating income  | \$141,115                                | \$127,580         | \$124,548        | \$157,055         |
| Income from continuing operations before income taxes <sup>(1)</sup>      | \$98,118                                 | \$84,489          | \$74,045         | \$113,699         |
| Provision for income taxes  | \$(36,653 )                              | \$(31,007 )       | \$(26,118 )      | \$(41,249 )       |
| Net income from continuing operations                                     | \$61,465                                 | \$53,482          | \$47,927         | \$72,450          |
| Net loss from discontinued operations, net of tax                         | \$—                                      | \$(390 )          | \$—              | \$—               |
| Net income  | \$61,465                                 | \$53,092          | \$47,927         | \$72,450          |
| Net income attributable to noncontrolling interests                       | \$(90 )                                  | \$(497 )          | \$(479 )         | \$(96 )           |
| Net income attributable to common stockholders                            | \$61,375                                 | \$52,595          | \$47,448         | \$72,354          |
| Net income attributable to common stockholders per share <sup>(2)</sup> : |  |                   |                  |                   |
| Basic — EPS   | \$0.30                                   | \$0.26            | \$0.24           | \$0.37            |
| Diluted — EPS   | \$0.30                                   | \$0.25            | \$0.23           | \$0.36            |

(1) Includes (Losses) gains on divestitures and impairment charges, net, as described in Note 19.

(2) Net income per share is computed independently for each of the quarters presented. Therefore, the sum of the quarters' net income per share may not equal the total computed for the year.

SERVICE CORPORATION INTERNATIONAL  
SCHEDULE II — VALUATION AND QUALIFYING ACCOUNTS  
Three Years Ended December 31, 2016

| Description                           | Balance at<br>Beginning<br>of Period | Charged<br>(Credited)<br>to<br>Costs and<br>Expenses | Charged<br>(Credited)<br>to<br>Other<br>Accounts(1) | Write-Offs(2) | Balance at<br>End of<br>Period |
|---------------------------------------|--------------------------------------|--|---|---------------|--------------------------------|
| (In thousands)                        |                                      |  |   |               |                                |
| Current provision:                    |                                      |  |   |               |                                |
| Allowance for doubtful accounts:      |                                      |  |   |               |                                |
| Year Ended December 31, 2016          | \$5,496                              | \$10,776   | \$66,808  | \$ (79,685 )  | \$3,395                        |
| Year Ended December 31, 2015          | \$8,546                              | \$6,083  | \$63,964  | \$ (73,097 )  | \$5,496                        |
| Year Ended December 31, 2014          | \$11,637                             | \$7,376  | \$55,573  | \$ (66,040 )  | \$8,546                        |
| Due After One Year:                   |                                      |  |   |               |                                |
| Allowance for doubtful accounts:      |                                      |  |   |               |                                |
| Year Ended December 31, 2016          | \$11,334                             | \$—  | \$—   | \$—           | \$11,334                       |
| Year Ended December 31, 2015          | \$11,259                             | \$—  | \$75  | \$—           | \$11,334                       |
| Year Ended December 31, 2014          | \$10,986                             | \$—  | \$273   | \$—           | \$11,259                       |
| Preneed Funeral and Preneed Cemetery  |                                      |  |   |               |                                |
| Asset allowance for cancellation:     |                                      |  |   |               |                                |
| Year Ended December 31, 2016          | \$105,773                            | \$1,411  | \$6,216   | \$ (8,660 )   | \$104,740                      |
| Year Ended December 31, 2015          | \$107,040                            | \$5,016  | \$ (6,283 )   | \$—           | \$105,773                      |
| Year Ended December 31, 2014          | \$106,793                            | \$2,950  | \$ (2,703 )   | \$—           | \$107,040                      |
| Deferred Preneed Funeral and Cemetery |                                      |  |   |               |                                |
| Revenue allowance for cancellation:   |                                      |  |   |               |                                |
| Year Ended December 31, 2016          | \$(121,548)                          | \$—  | \$4,635   | \$—           | \$(116,913)                    |
| Year Ended December 31, 2015          | \$(125,030)                          | \$—  | \$3,482   | \$—           | \$(121,548)                    |
| Year Ended December 31, 2014          | \$(149,288)                          | \$—  | \$24,258  | \$—           | \$(125,030)                    |
| Deferred tax valuation allowance:     |                                      |  |   |               |                                |
| Year Ended December 31, 2016          | \$126,654                            | \$6,336  | \$ (490 )   | \$—           | \$132,500                      |
| Year Ended December 31, 2015          | \$134,201                            | \$(5,988 )   | \$ (1,559 )   | \$—           | \$126,654                      |
| Year Ended December 31, 2014          | \$114,719                            | \$21,285   | \$ (1,803 )   | \$—           | \$134,201                      |

(1) Primarily relates to acquisitions and dispositions of operations.

(2) Uncollected receivables written off, net of recoveries.

Item 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

We have established disclosure controls and procedures that are designed to ensure that the information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934, as amended (the "Exchange Act") is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to management, including our principal executive officer and principal financial officer (who are our Chief Executive Officer and Chief Financial Officer, respectively) as appropriate to allow timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, management recognized that disclosure controls and procedures can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met.

In connection with the preparation of this Annual Report on Form 10-K for the year ended December 31, 2016, an evaluation was performed under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective at the reasonable assurance level as of December 31, 2016.

Management's Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). The Company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements prepared for external purposes in accordance with generally accepted accounting principles. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of our internal control over financial reporting as of December 31, 2016 using the criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment and those criteria, management concluded that our internal control over financial reporting was effective as of December 31, 2016.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2016, has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report, which is included in Item 8, "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K.

Changes in Internal Control Over Financial Reporting

No changes in our internal control over financial reporting occurred during the quarter ended December 31, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.





Item 9B. Other Information.

None.

PART III

Item 10. Directors, Executive Officers, and Corporate Governance

Item 11. Executive Compensation

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Item 13. Certain Relationships and Related Transactions, and Director Independence

Item 14. Principal Accountant Fees and Services

The information required by each of Items 10, 11, 12, 13 and 14, except as included below, is incorporated herein by reference to the Service Corporation International Proxy Statement for our 2017 Annual Meeting of shareholders.

The information regarding our executive officers called for by Item 401 of Regulation S-K and the information regarding our code of ethics called for by Item 406 of Regulation S-K has been included in PART I of this report. The information regarding our equity compensation plan information called for by Item 201(d) of Regulation S-K is set forth below.

Equity Compensation Plan Information at December 31, 2016:

| Plan Category  | Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights | Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights | Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) |
|--|---|---|---|
|  |   |   |   |
| Equity compensation plans approved by security holders | 10,775,136  | \$ 16.49  | 12,171,075  |

PART IV

Item 15. Exhibits and Financial Statement Schedule

(a)(1)-(2) Financial Statements and Schedule:

The financial statements and schedule are listed in the accompanying Index to Financial Statements and Related Schedule on page 39 of this report.

(3) Exhibits:

The exhibits listed on the accompanying Exhibit Index on pages 98-99 are filed as part of this report.

(b) Included in (a) above.

(c) Included in (a) above.

Item 16. Form 10-K Summary

None.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant, Service Corporation International, has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

## SERVICE CORPORATION INTERNATIONAL

By: /s/ GREGORY T. SANGALIS

(Gregory T. Sangalis,  
Senior Vice President, General  
Counsel, and Secretary)

Dated: February 15, 2017

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

| Signature   | Title   | Date              |
|---|---|-------------------|
| /s/ THOMAS L. RYAN*<br>(Thomas L. Ryan)                   | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) | February 15, 2017 |
| /s/ ERIC D. TANZBERGER*<br>(Eric D. Tanzberger)           | Senior Vice President, Chief Financial Officer(Principal Financial Officer)     | February 15, 2017 |
| /s/ TAMMY R. MOORE*<br>(Tammy R. Moore)                   | Vice President and Corporate Controller (Principal Accounting Officer)          | February 15, 2017 |
| /s/ R. L. WALTRIP*<br>(R. L. Waltrip)                     | Founder and Chairman Emeritus, Director   | February 15, 2017 |
| /s/ ANTHONY L. COELHO*<br>(Anthony L. Coelho)             | Lead Director   | February 15, 2017 |
| /s/ ALAN R. BUCKWALTER, III*<br>(Alan R. Buckwalter, III) | Director  | February 15, 2017 |
| /s/ VICTOR L. LUND*<br>(Victor L. Lund)                   | Director  | February 15, 2017 |
| /s/ JOHN W. MECOM, JR.*                                   | Director  | February 15, 2017 |

(John W. Mecom,  
Jr.)

/s/ CLIFTON H.  
MORRIS, JR.\*      Director  
(Clifton H. Morris,  
Jr.)

February 15,  
2017

/s/ ELLEN  
OCHOA\*      Director  
(Ellen Ochoa)

February 15,  
2017

/s/ W. BLAIR  
WALTRIP\*      Director  
(W. Blair Waltrip)

February 15,  
2017

/s/ MARCUS A.  
WATTS\*      Director  
(Marcus A. Watts)

February 15,  
2017

/s/ EDWARD E.  
WILLIAMS\*      Director  
(Edward E.  
Williams)

February 15,  
2017

\*By /s/ GREGORY  
T. SANGALIS  
(Gregory T.  
Sangalis, as  
Attorney-In-Fact  
for each of the  
Persons  
indicated)

February 15,  
2017

EXHIBIT INDEX

PURSUANT TO ITEM 601 OF REG. S-K

| Exhibit Number | Description  |
|----------------|--|
| 3.1            | Restated Articles of Incorporation. (Incorporated by reference to Exhibit 3.1 to Registration Statement No. 333-10867 on Form S-3).  |
| 3.2            | Articles of Amendment to Restated Articles of Incorporation. (Incorporated by reference to Exhibit 3.1 to Form 10-Q for the fiscal quarter ended September 30, 1996).  |
| 3.3            | Statement of Resolution Establishing Series of Shares of Series D Junior Participating Preferred Stock, dated July 27, 1998. (Incorporated by reference to Exhibit 3.2 to Form 10-Q for the fiscal quarter ended June 30, 1998).   |
| 3.4            | Bylaws, as amended. (Incorporated by reference to Exhibit 3.4 to Form 10-K for the year ended December 31, 2013).  |
| 4.1            | Senior Indenture dated as of February 1, 1993 by and between the Company and The Bank of New York, as trustee. (Incorporated by reference as Exhibit 4.1 to Form S-4 filed September 2, 2004 (File No. 333-118763)).   |
| 4.2            | Agreement of Resignation, Appointment of Acceptance, dated October 21, 2005, among the Company, The Bank of New York and The Bank of New York Trust Company, N.A., appointing a successor trustee for the Senior Indenture dated as of February 1, 1993. (Incorporated by reference to Exhibit 4.1 to Form 10-Q for the fiscal quarter ended June 30, 2005). |
| 10.1           | Retirement Plan For Non-Employee Directors. (Incorporated by reference to Exhibit 10.1 to Form 10-K for the fiscal year ended December 31, 1991).  |
| 10.2           | First Amendment to Retirement Plan For Non-Employee Directors. (Incorporated by reference to Exhibit 10.2 to Form 10-K for the fiscal year ended December 31, 2000).   |
| 10.3           | Second Amendment to Retirement Plan for Non-Employee Directors. (Incorporated by reference to Exhibit 10.3 to Form 10-K for the fiscal year ended December 31, 2010).  |
| 10.4           | Employment Agreement, dated December 7, 2016, between OFTC, Inc. and R.L. Waltrip (including Non-Competition Agreement and Amendment to Employment Agreement, dated November 11, 1991, among the Company, R. L. Waltrip and Claire Waltrip).   |
| 10.5           | Employment and Noncompetition Agreement, dated December 7, 2016, between OFTC, Inc. and Thomas L. Ryan.  |
| 10.6           | Employment and Noncompetition Agreement, dated December 7, 2016, between OFTC, Inc. and Michael R. Webb.   |
| 10.7           | Employment and Noncompetition Agreement, dated December 7, 2016, between OFTC, Inc. and Eric D. Tanzberger.  |
| 10.8           | Employment and Noncompetition Agreement, dated December 7, 2016, between OFTC, Inc. and Sumner J. Waring, III.   |
| 10.9           | Form of Employment and Noncompetition Agreement pertaining to non-senior officers.   |
| 10.10          | Amended 1996 Incentive Plan. (Incorporated by reference to Appendix A to Proxy Statement dated April 6, 2007).   |
| 10.11          | Amended and Restated Incentive Plan. (Incorporated by reference to Appendix B to Proxy Statement dated April 1, 2011).   |

- 10.12 2016 Equity Incentive Plan. (Incorporated by reference to Annex C to Proxy Statement dated March 31, 2016).
- 10.13 Supplemental Executive Retirement Plan for Senior Officers (as amended and restated effective as of January 1, 1998). (Incorporated by reference to Exhibit 10.28 to Form 10-K for the fiscal year ended December 31, 1998).
- 10.14 First Amendment to Supplemental Executive Retirement Plan for Senior Officers. (Incorporated by reference to ~~to~~ Exhibit 10.28 to Form 10-K for the fiscal year ended December 31, 2000).
- 10.15 SCI 401 (k) Retirement Savings Plan, including Adopting Employer Agreement and Directed Employee Benefit Agreement. (Incorporated by reference to Exhibit 10.1 to Form 10-Q for the quarterly period ended March 31, 2016).
- 10.16 First Amendment to the SCI 401 (k) Retirement Savings Plan.
- 10.17 ~~Second Amendment to the SCI 401 (k) Retirement Savings Plan~~.
- 10.18 Amended and Restated Director Fee Plan. (Incorporated by reference to Annex C to Proxy Statement dated April 1, 2011).

Exhibit  
Number Description

- 10.19 ~~Amendment One to the Service Corporation International Amended and Restated Director Fee Plan, dated May 12, 2015. (Incorporated by reference to Exhibit 10.1 to Form 8-K dated May 18, 2015).~~
- 10.20 ~~Form of Indemnification Agreement for officers and directors. (Incorporated by reference to Exhibit 10.1 to Form 10-Q for the quarterly period ended September 30, 2004).~~
- 10.21 ~~Form of Executive Deferred Compensation Plan as Amended and Restated Effective December 8, 2009. (Incorporated by reference to Exhibit 10.42 to Form 10-K for the fiscal year ended December 31, 2009.)~~
- 10.22 ~~Amendment One to Executive Deferred Compensation Plan. (Incorporated by reference to Exhibit 10.50 to Form 10-K for the fiscal year ended December 31, 2010).~~
- 10.23 ~~Amendment Two to Executive Deferred Compensation Plan. (Incorporated by reference to Exhibit 10.1 to Form 10-Q for the quarterly period ended September 30, 2014).~~
- 10.24 ~~Amendment Three to Executive Deferred Compensation Plan. (Incorporated by reference to Exhibit 10.35 to Form 10-K for the fiscal year ended December 31, 2014).~~
- 10.25 ~~Form of Performance Unit Grant Award Agreement. (Incorporated by reference to Exhibit 10.37 to Form 10-K for the fiscal year ended December 31, 2015).~~
- 10.26 ~~Credit Agreement, dated as of March 3, 2016 among Service Corporation International, the Lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent for the lenders (Incorporated by reference to Exhibit 10.1 to Form 8-K dated March 3, 2016.)~~
- 12.1 ~~Ratio of Earnings to Fixed Charges.~~
- 21.1 ~~Subsidiaries of the Company.~~
- 23.1 ~~Consent of Independent Registered Public Accounting Firm (PricewaterhouseCoopers LLP).~~
- 24.1 ~~Powers of Attorney.~~
- 31.1 ~~Certification of Thomas L. Ryan as Principal Executive Officer in satisfaction of Section 302 of the Sarbanes-Oxley Act of 2002.~~
- 31.2 ~~Certification of Eric D. Tanzberger as Principal Financial Officer in satisfaction of Section 302 of the Sarbanes-Oxley Act of 2002.~~
- 32.1 ~~Certification of Periodic Financial Reports by Thomas L. Ryan as Principal Executive Officer in satisfaction of Section 906 of the Sarbanes- Oxley Act of 2002.~~
- 32.2 ~~Certification of Periodic Financial Reports by Eric D. Tanzberger as Principal Financial Officer in satisfaction of Section 906 of the Sarbanes-Oxley Act of 2002.~~
- 101 ~~Interactive data file.~~

In the above list, the management contracts or compensatory plans or arrangements are set forth in Exhibits 10.1 through 10.25.

Pursuant to Item 601(b)(4) of Regulation S-K, there are not filed as exhibits to this report certain instruments with respect to long-term debt under which the total amount of securities authorized thereunder does not exceed 10 percent of the total assets of Registrant and its subsidiaries on a consolidated basis. Registrant agrees to furnish a copy of any such instrument to the Commission upon request.